

INSIGHT ENTERPRISES INC  
Form DEF 14A  
April 05, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**INSIGHT ENTERPRISES, INC.**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:

(4) Date Filed:

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**INSIGHT ENTERPRISES, INC.**

**6820 South Harl Avenue**

**Tempe, Arizona 85283**

**NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS**

**May 18, 2016**

TO OUR STOCKHOLDERS:

You are cordially invited to attend the Insight Enterprises, Inc. 2016 annual meeting of stockholders on Wednesday, May 18, 2016, at 9:00 a.m. Mountain Standard Time, at our client support center located at 910 West Carver Road, Suite 110, Tempe, Arizona 85284. The meeting is being held for the following purposes:

- (1) To elect five directors, whose term expires at this annual meeting, to serve until the 2017 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) To hold an advisory vote to approve named executive officer compensation;
- (3) To approve the First Amendment to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan;
- (4) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2016; and
- (5) To transact such other business as may properly come before the annual meeting or any adjournment of the meeting.

These items are more fully described in the enclosed proxy statement.

Each outstanding share of our common stock entitles the holder of record at the close of business on March 25, 2016 to receive notice of and to vote at the annual meeting or any adjournment or postponement of the meeting. Shares of common stock can be voted at the annual meeting only if the holder is present in person or by valid proxy. A copy of our annual report on Form 10-K is enclosed.

By Order of the Board of Directors,

/s/ Michael L. Walker

Tempe, Arizona

April 5, 2016

Michael L. Walker

Associate General Counsel and Assistant Secretary

**YOU MAY VOTE YOUR SHARES BY TELEPHONE, VIA THE INTERNET OR BY MAIL BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD. IF YOU VOTE BY TELEPHONE OR VIA THE INTERNET, YOU SHOULD NOT RETURN YOUR PROXY CARD. IF YOU CHOOSE TO VOTE BY MAIL, PLEASE SIGN, DATE AND RETURN THE PROXY CARD IN THE ENVELOPE PROVIDED. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE YOUR SHARES ARE VOTED AT THE MEETING BY SUBMITTING WRITTEN NOTICE OF REVOCATION TO MICHAEL L. WALKER, ASSOCIATE GENERAL COUNSEL AND ASSISTANT SECRETARY (THE CORPORATE SECRETARY ), OF INSIGHT ENTERPRISES, INC. OR BY SUBMITTING ANOTHER TIMELY PROXY BY TELEPHONE, INTERNET OR MAIL. IF YOU ARE PRESENT AT THE MEETING, YOU MAY VOTE YOUR SHARES IN PERSON, AND THE PROXY WILL NOT BE USED. IF YOU HOLD SHARES THROUGH A BROKER OR OTHER CUSTODIAN, PLEASE CHECK THE VOTING INSTRUCTIONS USED BY THAT BROKER OR CUSTODIAN.**

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**INSIGHT ENTERPRISES, INC.**

**PROXY STATEMENT**

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**INSIGHT ENTERPRISES, INC.**

**6820 South Harl Avenue**

**Tempe, Arizona 85283**

**PROXY STATEMENT**

**2016 ANNUAL MEETING OF STOCKHOLDERS**

**May 18, 2016**

This proxy statement is being furnished to you in connection with the solicitation of proxies by the Board of Directors of Insight Enterprises, Inc. Your vote is very important. For this reason, the Board of Directors is requesting that you allow your common stock to be represented at the annual meeting by the persons named as proxies on the enclosed proxy card. **This proxy statement is being sent to you in connection with this request and has been prepared for the Board of Directors by our management.** The terms we, our, Insight and Company refer to Insight Enterprises Inc. and its subsidiaries. This proxy statement is first being sent to our stockholders on or about April 5, 2016.

**PROXY SUMMARY**

*Who can vote?*

You are entitled to vote your common stock if our records show that you held your shares as of March 25, 2016, the record date for our meeting. At the close of business on that date, 36,868,472 shares of common stock were outstanding and entitled to vote. Each share of common stock has one vote. The enclosed proxy card shows the number of shares that you are entitled to vote. Your individual vote is confidential. We use our transfer agent to tabulate votes, but we will not disclose your vote to others.

*How do I vote?*

If your common stock is held by a broker, bank or other nominee (i.e., in street name), you will receive instructions from the registered holder that you must follow in order to have your shares voted. If you hold your shares in your own name (i.e., as a holder of record), you may vote your shares by telephone, via the Internet or by mail. To vote by mail you may instruct the persons named as proxies how to vote your shares by signing, dating and mailing the proxy card in the envelope provided. You may vote by telephone or Internet 24 hours a day, 7 days a week until 11:59 p.m. (Central Standard Time) on May 17, 2016. The enclosed proxy card contains instructions for telephone and Internet voting. You may also come to the meeting and vote your shares in person.

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*How may I revoke my proxy instructions?*

You may revoke your proxy instructions by any of the following procedures:

1. Send us another signed proxy with a later date;
2. Vote or re-vote by telephone or over the Internet at a later date;
3. Send a letter to our Corporate Secretary, at 6820 South Harl Avenue, Tempe, Arizona 85283, revoking your proxy before your common stock has been voted by proxies at the meeting; or
4. Attend the annual meeting and vote your shares in person.

*How are votes counted?*

The annual meeting will be held if a majority of our outstanding shares entitled to vote is represented at the meeting. If you have returned valid proxy instructions or attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced at the meeting.

Shares of common stock represented by properly executed proxy cards received by the Company in time for the meeting will be voted in accordance with the instructions in the proxies. If you return a signed proxy card without giving specific voting instructions, your shares will be voted as recommended by the Board of Directors, as follows:

Proposal No. 1    FOR    the election of all director nominees named in this proxy statement

Proposal No. 2    FOR    the advisory vote to approve named executive officer compensation

Proposal No. 3    FOR    the approval of the First Amendment to our Amended 2007 Omnibus Plan and Reapproval of the Material Terms of the Plan for Purposes of Section 162(m) of the Code

Proposal No. 4 FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm

We are not aware of any other matters to be presented at the annual meeting except for those described in this proxy statement. However, if any other matters not described in this proxy statement are properly presented at the meeting, the persons named as proxies will use their own judgment to determine how to vote your shares. If the meeting is adjourned, your shares may be voted by the persons named as proxies on the new meeting date as well, unless you have revoked your proxy instructions prior to that time.

A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting. Broker non-votes are not considered to be shares entitled to vote on proposals where the broker does not have discretionary authority.

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An abstention is generally viewed as the voluntary act of not voting by a stockholder who is present at the meeting and otherwise entitled to vote. An abstaining stockholder is present at the meeting and entitled to vote, and therefore, will be counted for purposes of determining whether a quorum is present. Where the proposal requires a majority of the shares outstanding and entitled to vote on the proposal, an abstention will have the effect of a vote against the proposal. Where the proposal requires a majority of the shares present and in person or represented by proxy at the annual meeting, an abstention will also have the effect of a vote against the proposal. Where, however, the proposal requires a majority of the votes cast, an abstention will not have an effect on the outcome of the vote, since it is not a vote cast for or against the proposal.

*May I attend the annual meeting?*

If you are a holder of record, you may attend the annual meeting. If you plan to attend the annual meeting, please indicate this when you return your proxy. If you are a beneficial owner of common stock held by a broker or bank, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a broker or bank showing your current ownership and ownership of our shares on the record date are examples of proof of ownership. If you want to vote in person shares you hold in street name, you will have to get a proxy in your name from the registered holder before the annual meeting.

*What vote is required?*

With respect to Proposal No. 1 (Election of Directors), each of the five nominees for director will be elected upon the affirmative vote of the majority of votes cast with respect to the director's election, which means the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. Any incumbent director nominee who is not elected by a majority of votes cast must tender his or her resignation to the Board, and the Nominating and Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. In such a situation, the Board will act on the Nominating and Governance Committee's recommendation and publicly disclose its decision and the rationale behind its decision within 90 days from the date of the certification of the election results. In the event of a contested election, director nominees who receive the most votes for the number of seats up for election will be elected. Broker non-votes and abstentions will have no effect on Proposal No. 1.

Proposal No. 2 (Advisory Vote to Approve Named Executive Officer Compensation), Proposal No. 3 (Approval of the First Amendment to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan) and Proposal No. 4 (Ratification of the Appointment of KPMG LLP as our Independent Registered Public Accounting Firm) will be adopted upon the affirmative vote of the holders of a majority of the shares entitled to vote on such proposal, present in person or represented by proxy at the annual meeting.

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Broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 2, Proposal No. 3 and Proposal No. 4. Abstentions will have the same effect as a vote cast against Proposal No. 2, Proposal No. 3 and Proposal No. 4.

*Who pays the cost of this proxy solicitation?* We will pay the cost of this proxy solicitation. We will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy material to their principals and obtaining their proxies. We will solicit proxies by mail, except for any incidental personal solicitation made by our directors, officers and employees, for which they will not be paid. We have retained Okapi Partners LLP to assist us in the distribution and solicitation of proxies. We estimate that we will pay Okapi Partners LLP approximately \$9,500, plus reimbursement of out-of-pocket expenses, for its services.

*Who should I call if I have questions?* If you have questions about the annual meeting or voting, please call our Corporate Secretary, Michael L. Walker, at (480) 333-3000.

*How may I receive a copy of Insight's annual report on Form 10-K and proxy materials?* A copy of our annual report on Form 10-K for the year ended December 31, 2015 is enclosed. Company stockholders who share an address may receive only one copy of this proxy statement and the 2015 annual report on Form 10-K from their bank, broker or other nominee, unless contrary instructions are received. We will deliver promptly a separate copy of this proxy statement and the 2015 Form 10-K to any stockholder who resides at a shared address and to which a single copy of the documents was delivered, if the stockholder makes a request by contacting our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283, or by telephone at (480) 333-3000. Stockholders sharing an address who are receiving multiple copies of this proxy statement and the 2015 Form 10-K and who wish to receive a single copy in the future will need to contact their bank, broker or other nominee.

**Insight will mail without charge, upon written request, another copy of our annual report on Form 10-K for the year ended December 31, 2015, including the consolidated financial statements and list of exhibits, and any particular exhibit specifically requested.** Requests should be addressed to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283. Our annual report on Form 10-K is also available at [www.insight.com](http://www.insight.com).

**INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS**

Our Board currently consists of ten persons. At the 2015 annual meeting of stockholders, our stockholders approved the Board of Directors' proposal to declassify the Board of Directors. As a result, our classified (three-year, staggered term) board structure is being phased out, and the annual election of the entire Board of Directors for a one-year term is being phased in over a three-year period commencing with this annual meeting of stockholders and concluding at the 2018 annual meeting of stockholders. The current terms of five director nominees will expire at the 2016 annual meeting (and if re-elected or elected, as the case may be, their new terms will expire at the 2017 annual meeting) and the terms of two and three directors will expire at the 2017 and 2018 annual meetings, respectively, as indicated below.

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**Directors**

The names of our directors and information about them, including their specific qualifications, are set forth below.

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| <p><i>Timothy A. Crown</i><br/>(Age 52)<br/><br/>Chair of the Board<br/><br/>Chair of the Executive Committee<br/><br/>Term Expires at 2018 Annual Meeting</p>                       | <p>Mr. Crown has been a director since 1994 and assumed the position of Chair of the Board in November 2004. Mr. Crown has been a non-employee director since 2004. Mr. Crown, a co-founder of the Company, stepped down from the position of President and Chief Executive Officer in November 2004, positions he had held since January 2000 and October 2003, respectively. Mr. Crown is also an officer and director of various private companies, including companies in which he has made investments.</p> <p>The Board believes Mr. Crown's experience as a co-founder of the Company gives him a unique perspective on the Company's opportunities, operations and challenges, and on the industry in which we operate. Mr. Crown's experience in co-founding over 20 companies in the public, private and not-for-profit sectors also brings to our Board a focus on innovation and managing growth in rapidly changing environments.</p>   |
| <p><i>Kenneth T. Lamneck</i><br/>(Age 61)<br/><br/>President and Chief Executive Officer<br/><br/>Member of the Executive Committee<br/><br/>Term Expires at 2017 Annual Meeting</p> | <p>Mr. Lamneck was appointed President and Chief Executive Officer and a director of Insight effective January 1, 2010. From 2004 through 2009, Mr. Lamneck served as President, the Americas, at Tech Data Corporation, a wholesale distributor of technology products, where he led operations in the United States, Canada and Latin America. From 1996 to 2003, he held various executive management positions at Arrow Electronics, including President of Arrow/Richey Electronics and President of Arrow's Industrial Computer Products business. Mr. Lamneck is a member of the board of directors of Benchmark Electronics, Inc. a publicly-held company that provides integrated manufacturing, design and engineering services to original equipment manufacturers of computers and related products.</p> <p>Mr. Lamneck's knowledge of our business, based on over 20 years of industry experience and his extensive management experience, make him a valuable contributor to the Board. In addition, as our President and Chief Executive Officer, the Board believes it is appropriate for him to be a member of our Board.</p> |

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*Richard E. Allen*  
(Age 59)  
Chair of the Audit Committee  
Member of the Compensation Committee  
2016 Director Nominee; If Re-elected, Term Expires at 2017 Annual Meeting

Mr. Allen was appointed a director in January 2012 and is one of the Audit Committee's designated financial experts. Mr. Allen served at J.D. Edwards & Company, a cross-industry enterprise resource planning software solutions company, from 1985 to 2004, most recently as Executive Vice President, Finance and Administration, and served as a member of its board from 1992 to 2004. Prior to each of the following companies being acquired, he also served on the board of directors of RightNow Technologies, Inc., a publicly-held cloud-based customer relationship management business to consumer solutions provider, from 2004 until January 2012, and HireRight, Inc., a publicly-held provider of comprehensive employee background checks, from 2007 to 2009. He was the chair of the audit committee and a member of the compensation committee at both RightNow and HireRight. Mr. Allen also serves on the board and serves as the audit committee chair for several privately-held companies that are cloud-based solutions and software providers and previously served on the board of seven other public and private companies. Mr. Allen began his business career as a certified public accountant with Coopers & Lybrand in the audit division, where he last served as a Senior Auditor.

The Board believes that Mr. Allen's over 30 years of finance, accounting, business operations and board experience, including his experience with cloud-based businesses, audit committees and compensation committees, brings corporate governance and financial and industry expertise to our Board.

*Bruce W. Armstrong*  
(Age 54)  
Member of the Audit and Nominating and Governance Committees  
2016 Director Nominee; If Elected, Term Expires at 2017 Annual Meeting

Mr. Armstrong was appointed a director effective March 8, 2016. Mr. Armstrong has over 25 years of experience developing, marketing, selling, and investing in technology, with an emphasis in data warehousing and analytic applications. Mr. Armstrong is currently an Operating Partner at Khosla Ventures, a venture capital firm, working with enterprise technology portfolio companies. Prior to this, Mr. Armstrong was the President and Chief Executive Officer of PivotLink, a leading provider of SaaS BI applications, from 2011 to 2014; Chairman and Chief Executive Officer of Kickfire, a pioneer in next-generation data warehouse appliances focused on the open source MySQL database market, from 2008 to 2010; and President and Chief Executive Officer of publicly-traded KNOVA Software, a leading provider of search and analytic applications for unstructured data, from 2002 to 2007. Mr. Armstrong has a Bachelor's Degree in Computer Science from the University of California at Berkeley.

The Board believes that Mr. Armstrong's extensive experience as an executive of several technology companies and his strong background in Big Data and Analytics, next generation databases, data mining and the Internet of Things, along with his service on the boards of a variety of publicly-held and private companies, will bring industry expertise and governance experience to our Board.

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| <p><i>Catherine Courage</i></p> <p>(Age 41)</p> <p>Member of Compensation and Nominating and Governance Committees</p> <p>2016 Director Nominee; If Elected, Term Expires at 2017 Annual Meeting</p>       | <p>Ms. Courage was appointed a director effective January 25, 2016. Ms. Courage currently serves as Senior Vice President, Customer Experience for DocuSign, Inc., a Digital Transaction Management, Cloud software company based in the greater San Francisco area. Prior to joining DocuSign, Ms. Courage spent six years as Senior Vice President of Customer Experience at Citrix Systems after serving as the company's Vice President of Product Design. She previously served in similar roles with Salesforce.com and Oracle. Ms. Courage holds a Masters of Applied Sciences, specializing in Human Factors, from the University of Toronto. She is a member of the board of advisors of Wootric, Inc., a private firm specializing in Net Promoter Score project management.</p> <p>The Board believes that Ms. Courage's work in brand design and customer experience and her extensive experience with leading information technology companies, will be a tremendous asset to our Board and our Company, as we continue our quest to engage with our clients in the evolving digitally-driven marketplace.</p>  |
| <p><i>Bennett Dorrance</i></p> <p>(Age 70)</p> <p>Member of the Compensation and Nominating and Governance Committees</p> <p>2016 Director Nominee; If Re-elected, Term Expires at 2017 Annual Meeting</p> | <p>Mr. Dorrance has been a director since 2004. Mr. Dorrance has been a Managing Director of DMB Associates, Inc., a real estate service company based in Scottsdale, Arizona, since 1984. Mr. Dorrance has served on the board of directors of Campbell Soup Company since 1989.</p> <p>The Board believes that Mr. Dorrance's experience in real estate development and finance, and his experience as a director of a public international consumer products company, provide him with extensive knowledge of finance, capital markets, international business issues and corporate governance, which he brings to our Board.</p>   |
| <p><i>Michael M. Fisher</i></p> <p>(Age 70)</p> <p>Member of the Audit and Compensation Committees</p> <p>2016 Director Nominee; If Re-elected, Term Expires at 2017 Annual Meeting</p>                    | <p>Mr. Fisher has been a director since 2001 and is one of the Audit Committee's designated financial experts. Mr. Fisher served as President of Power Quality Engineering, Inc., a manufacturer of specialty filters, from 1995 to 2007. Since 2007, Mr. Fisher has served as a director of Open Tech Alliance, Inc., a private company engaged in the development of kiosks for the self-storage industry. Before joining Power Quality Engineering, Mr. Fisher was employed for 10 years with Computer Associates International, Inc., a publicly-held computer software vendor, where he had oversight responsibility for a number of the company's foreign subsidiaries. Mr. Fisher began his business career as a certified public accountant with Arthur Andersen in the audit division, where he last served as a Senior Audit Manager.</p> <p>The Board believes that Mr. Fisher's experience as president of a specialty manufacturing company, as well as his earlier extensive global experience with Computer Associates, Inc. and his public accounting experience, bring to our Board his broad financial, managerial, operational and international expertise.</p> |



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| <p><i>Anthony A. Ibargüen</i></p> <p>(Age 57)</p> <p>Chair of the<br/>Nominating and<br/>Governance Committee</p> <p>Member of the Audit<br/>and Executive<br/>Committees</p> <p>Term Expires at 2018<br/>Annual Meeting</p> | <p>Mr. Ibargüen has served as a director since July 2008, and from September to December 2009, he served as our interim President and Chief Executive Officer. In October 2010, Mr. Ibargüen was appointed Chief Executive Officer of Quench USA, a privately-held water filtration company. From 2004 to 2008, Mr. Ibargüen was President and Chief Executive Officer of Alliance Consulting Group, a privately-held IT consulting firm. From October 2003 through December 2007, Mr. Ibargüen served as a director of C-COR Inc., a publicly-held global on-demand network solutions provider to the cable industry, and he has served as a director of CODi Inc., a manufacturer and supplier of laptop bags and cases, mobile security and accessories since January 2006. From 1996 to 2000, Mr. Ibargüen was President, Chief Operating Officer and a director of Tech Data Corporation, a Fortune 500 global technology distribution company.</p> <p>The Board believes that Mr. Ibargüen's over 25 years of experience in the IT industry and extensive knowledge of global enterprise management, finance, product distribution, value-added services and capital markets brings valuable perspective to our Board.</p> |
| <p><i>Robertson C. Jones</i></p> <p>(Age 71)</p> <p>Member of the Audit<br/>and Compensation<br/>Committees</p> <p>Term Expires at 2017<br/>Annual Meeting</p>   | <p>Mr. Jones has been a director since 1995. From 1992 through 2001, Mr. Jones was Senior Vice President and General Counsel of Del Webb Corporation, a real estate developer of master-planned residential communities previously listed on the New York Stock Exchange ( NYSE ).</p> <p>Mr. Jones' legal career has included advising boards of directors and management as a law firm partner and as an in-house attorney, with 10 years of experience as General Counsel of a NYSE-listed real estate development company and a member of its Executive Management Committee. The Board believes his background provides him with unique experience in large company management, as well as legal and governance issues.</p>   |
| <p><i>Kathleen S. Pushor</i></p> <p>(Age 58)</p> <p>Chair of the<br/>Compensation<br/>Committee</p> <p>Member of the<br/>Nominating and<br/>Governance Committee</p> <p>Term Expires at 2018<br/>Annual Meeting</p>          | <p>Ms. Pushor has been a director since September 2005. Ms. Pushor has operated an independent consulting practice since June 2009. From 2006 through June 2009, she served as President and Chief Executive Officer of the Greater Phoenix Chamber of Commerce. From 2003 to 2005, Ms. Pushor served as Chief Executive Officer of the Arizona Lottery. From 1999 to 2002, Ms. Pushor operated an independent consulting practice in the technology distribution sector. During the period from 1998 to 2005, Ms. Pushor was a member of the board of directors of Zones, Inc., a direct marketer of IT products.</p> <p>The Board believes that Ms. Pushor's industry knowledge and perspective, experience as a public company director and leadership experience from her many years as a Chief Executive Officer in the public sector bring valuable insights to our Board.</p>   |

**Table of Contents****Officers**

The names of our executive officers and information about them are set forth below.

|   |  |
|---|--|
| <p><i>Glynis A. Bryan</i><br/>(Age 57)<br/>Chief Financial Officer</p>  | <p>Ms. Bryan joined Insight in December 2007 as our Chief Financial Officer. Prior to joining Insight, Ms. Bryan served as Executive Vice President and Chief Financial Officer at Swift Transportation Co., Inc. from April 2005 to May 2007. Prior to joining Swift, Ms. Bryan served as Chief Financial Officer at APL Logistics in Oakland, California and in various finance roles at Ryder System, Inc., including Chief Financial Officer of Ryder's largest business unit, Ryder Transportation Services. Ms. Bryan is a member of the board of directors and the audit committee of Pentair, Ltd., a diversified industrial manufacturing company.</p>                        |
| <p><i>Steven W. Dodenhoff</i><br/>(Age 53)<br/>President Insight<br/>United States</p>  | <p>Mr. Dodenhoff joined Insight in January 2012 as our Senior Vice President, Human Resources and Business Development and was promoted to President of our United States operations effective October 1, 2012. Prior to joining Insight, Mr. Dodenhoff served as President of Enghouse Interactive, a unified communications software and solutions provider, from 2002 to December 2011.</p>   |
| <p><i>Wolfgang Ebermann</i><br/>(Age 51)<br/>President Insight<br/>EMEA</p>   | <p>Mr. Ebermann joined Insight in January 2014 as President of our EMEA operating segment. Prior to joining Insight, Mr. Ebermann worked at Microsoft for 22 years, most recently in the position of Vice President &amp; COO Central Eastern Europe. At Microsoft, Mr. Ebermann also served in several other executive roles including EMEA Vice President for Small, Midmarket and Partner Business. Prior to Microsoft, Mr. Ebermann worked for the Hewlett-Packard Peripherals Group (Europe) as European Software Marketing Manager focused on strategic account management and marketing.</p>  |
| <p><i>Michael P. Guggemos</i><br/>(Age 49)<br/>Chief Information<br/>Officer</p>  | <p>Mr. Guggemos joined Insight in November 2010 as Chief Information Officer. From 1994 through October 2010, Mr. Guggemos held numerous positions with Motorola, Inc., having served most recently as Corporate Vice President, Information Technology. At Motorola, Mr. Guggemos was responsible for IT applications, infrastructure, engineering and other IT services for a number of the company's global business segments.</p>  |
| <p><i>Helen K. Johnson</i><br/>(Age 47)<br/>Senior Vice President,<br/>Finance Chief Financial<br/>Officer, North America</p> | <p>Ms. Johnson joined Insight in October 2007 as Senior Vice President, Treasurer and on January 1, 2013, assumed the role of Chief Financial Officer of our North America operating segment. In her current role, Ms. Johnson is responsible for all finance functions in our North America business. She is also responsible for corporate financial planning and analysis and investor relations activities of the Company. Prior to joining Insight, Ms. Johnson served from 2000 to 2007 at eFunds Corporation, a publicly-held technology solutions provider to the financial institutions market, most recently as Senior Vice President, Treasurer and Investor Relations.</p> |

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| <p><i>Dana A. Leighty</i></p> <p>(Age 51)</p> <p>Vice President,<br/>Finance Principal<br/>Accounting Officer</p> | <p>Ms. Leighty joined Insight in October 2006 as Vice President, SEC Reporting and was appointed Principal Accounting Officer in March 2012. Prior to joining Insight, from 1987 through October 2006, Ms. Leighty provided audit and advisory services at the public accounting firm, PricewaterhouseCoopers LLP, having served most recently as Director, Assurance Services. Ms. Leighty is a Certified Public Accountant.</p> |
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**CORPORATE GOVERNANCE****The Board and Its Committees**

The Board of Directors held a total of nine meetings during the year ended December 31, 2015. None of our current directors who were directors during 2015 attended fewer than 75% of the aggregate of Board and relevant committee meetings during 2015. The Company's corporate governance guidelines provide that each director should make every effort to attend the Company's annual meeting of stockholders. All of our current directors who were directors during 2015 attended the annual meeting of stockholders in May 2015. The Board has an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Governance Committee, and all of these are standing committees.

The Board has determined that all of our directors, except for Mr. Lamneck, our President and Chief Executive Officer, meet the independence requirements of the Listing Rules of the NASDAQ Stock Market (the "NASDAQ Listing Rules"). The independent directors hold executive sessions without management present on a quarterly basis and more often as they determine appropriate.

***The Executive Committee***

The Executive Committee consists of Messrs. Crown (Chair), Ibarguen and Lamneck. The Executive Committee is empowered to act on Board matters that arise between meetings of the full Board or matters that require immediate attention if a quorum of our Board cannot be convened, unless such matters are required to be acted upon by independent directors. The Executive Committee did not meet in 2015. Under the Executive Committee's charter, the Executive Committee may not exercise powers delegated to other committees of the Board or powers which, under Delaware law, may not be delegated to any committee.

***The Audit Committee***

The Audit Committee, established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the "Exchange Act"), consists of Messrs. Allen (Chair), Armstrong, Fisher, Ibarguen and Jones. The Audit Committee met 10 times in 2015. The Audit Committee assists the Board in fulfilling its responsibilities for overseeing the Company's financial reporting processes and the audit of the Company's consolidated financial statements, including the integrity of the consolidated financial statements and the Company's system of internal control over financial reporting established by management, our compliance with legal and regulatory requirements, the qualifications and independence of our independent registered public accounting firm, the performance of our Internal Audit function and our independent registered public accounting firm, our financial risk assessment and financial risk management, and our finance and investment functions. The Vice President of Internal Audit reports directly to the Chair of the Audit Committee. In addition, the Audit Committee reviews and discusses with the Chief Executive Officer and the



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Chief Financial Officer the procedures undertaken in connection with their certifications included in the Company's annual and quarterly reports filed with the Securities and Exchange Commission (SEC). The Audit Committee has the authority to obtain advice and assistance from, and receive funding from the Company for, outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties. The Audit Committee operates pursuant to a written charter, adopted by the Audit Committee and approved by the Board and reviewed annually. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>.

The Board has determined that the responsibilities of the Audit Committee, as reflected in its charter, are in accordance with applicable SEC rules and NASDAQ Listing Rules for audit committees. Further, the composition and attributes of the members of the Audit Committee meet the requirements of the NASDAQ Listing Rules, including, without limitation, the independence requirements of the NASDAQ Listing Rules. All Audit Committee members possess the required level of financial literacy, and our Board has determined that Mr. Allen and Mr. Fisher, independent directors, each qualifies as an audit committee financial expert as defined by the SEC's rules and regulations.

### ***The Compensation Committee***

The Compensation Committee consists of Ms. Pushor (Chair), Messrs. Allen, Dorrance, Fisher and Jones and Ms. Courage. The Compensation Committee met seven times in 2015. Each member of the Compensation Committee is an independent director as defined in the NASDAQ Listing Rules, including the enhanced standards applicable to compensation committee members. The Compensation Committee is charged with: reviewing and approving the base salary, annual incentive compensation, long-term incentive compensation and other compensation, perquisites or special or supplemental benefits to be paid or awarded to the Chief Executive Officer and other executive officers; reviewing and recommending to the Board new equity-based incentive compensation plans and changes to existing plans; performing an annual evaluation of the Chief Executive Officer's performance and effectiveness; reviewing the Company's talent management and succession planning activities for top management; and reviewing and discussing the Compensation Discussion and Analysis with management and recommending to the Board that the Compensation Discussion and Analysis be included in the Company's proxy statement and annual report on Form 10-K.

The Compensation Committee operates pursuant to a written charter, adopted by the Compensation Committee and approved by the Board and reviewed annually. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>. The Compensation Committee also considered the independence of its independent compensation adviser, Compensia, Inc. (Compensia), under the NASDAQ Listing Rules regarding compensation adviser independence and found no relationships or other matters which would preclude a finding of independence under the rules. See further information regarding the Compensation Committee's responsibilities in the section entitled Compensation Discussion and Analysis.

### ***The Nominating and Governance Committee***

The Nominating and Governance Committee consists of Messrs. Ibarguen (Chair), Armstrong and Dorrance, Ms. Courage and Pushor. The Nominating and Governance Committee met four times in 2015. The Nominating and Governance Committee, which recommends candidates to be nominated for election as directors at our annual meeting, supervises the evaluation process for the Board of Directors and the Board committees and the Chair of the Board as well as independent self-evaluations of directors and peer evaluations of directors. In addition, the Nominating and Governance Committee is charged with leading the external recruiting process for Chief Executive Officer candidates and coordinating the assessment process and the selection and appointment of any Chief Executive Officer candidate, should the need arise. Each member of the Nominating and Governance Committee is an independent director as defined in the NASDAQ Listing Rules. The Nominating and Governance Committee operates

pursuant to a written charter, adopted by the Nominating and Governance Committee and approved by the Board and reviewed annually. The charter may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>.

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The Nominating and Governance Committee identifies, recruits and evaluates candidates for the Board, when appropriate, assesses the appropriate size of the Board and makes recommendations to the Board regarding the membership of the committees of the Board. The Nominating and Governance Committee charter provides that the Nominating and Governance Committee is responsible for reviewing criteria for Board membership. The Nominating and Governance Committee shall, when screening potential Board candidates, give due consideration to diversity, breadth of business experiences and skills, professional reputation, global business perspective, concern for the long-term interests of the stockholders of the Company, personal ethics, integrity and judgment and other areas that are expected to contribute to an effective Board. Diversity may encompass a candidate's gender, race, national origin, educational and professional experiences, expertise and specialized or unique technical backgrounds and/or other tangible or intangible aspects of the candidate's qualifications in relation to the qualifications of the then current Board members and other potential candidates. The Nominating and Governance Committee does not have a formal policy specifying how diversity of background and personal experience should be applied in identifying or evaluating director candidates, and diversity is but one of many factors the Nominating and Governance Committee may consider.

Three of the five nominees for director being voted upon at the annual meeting, Messrs. Allen, Dorrance and Fisher, are incumbent directors standing for re-election, and Ms. Courage and Mr. Armstrong are standing for election after having been appointed to the Board in January and March 2016, respectively, upon the completion of the recruitment process conducted by the Nominating and Governance Committee, which included the review of a slate of potential candidates recommended by a third-party search firm. In determining to recommend the nomination of Messrs. Allen, Armstrong, Dorrance and Fisher and Ms. Courage for election as directors, the Nominating and Governance Committee believes that, among other things, each of the nominees provides valuable oversight, contributions and perspective into the business of the Company.

The Nominating and Governance Committee will evaluate nominees recommended by stockholders in the same manner as described above. Stockholders may propose director candidates for consideration by sending the name of any recommended candidate, together with pertinent biographical information, a document indicating the candidate's willingness to serve if elected, evidence of the nominating stockholder's ownership of our common stock and other information required in the Company's Bylaws to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283 in accordance with the provisions set forth under the heading "Stockholder Proposals" in this proxy statement.

## ***Contact Information***

Stockholders wishing to communicate with the Board or with a Board member should address communications to the Board or the particular Board member, c/o Corporate Secretary, Insight Enterprises, Inc., 6820 South Harl Avenue, Tempe, Arizona 85283. The Corporate Secretary will forward communications to the individual Board member or the Board, as appropriate.

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### **Governance Initiatives**

During 2015, the Board of Directors and its various committees continued to focus on governance-related initiatives, with particular focus on the areas of strategy, talent management and succession planning, including Chief Executive Officer succession planning, Board succession planning, risk management, compensation risk and pay-for-performance. The Board of Directors was actively involved in the Company's strategic planning process and met with country managers and leaders throughout EMEA to discuss the progress of the transformation to a solutions and services based selling model in that region. In addition, the Board also invited the North America leadership team to its December 2015 meeting to brief the Board on current and future objectives. From time to time, the Board of Directors holds its strategic planning meetings in connection with a visit to the headquarters of one of the Company's principal partners, including attending presentations on industry trends by executives of the partner.

A major activity undertaken by the Nominating and Governance Committee in 2015 was the orderly succession planning and recruitment of new Board members. During 2015, the Nominating and Governance Committee utilized the services of an independent director search consultant to identify and screen potential Board candidates. The Nominating and Governance Committee reviewed over thirty identified candidates. Two of these candidates were then considered by the Board of Directors. Ms. Courage was appointed as a director effective January 25, 2016, and Mr. Armstrong was appointed as a director effective March 8, 2016.

In addition, we are executing on our plan to declassify the Board of Directors over a three-year period. As a result, our classified (three-year, staggered term) board structure is being phased out, and the annual election of the entire Board of Directors for a one-year term is being phased in over a three-year period commencing with this annual meeting of stockholders and concluding at the 2018 annual meeting of stockholders.

All committees of the Board of Directors actively seek to remain current on governance issues and new developments and receive frequent regulatory and legal updates from the Company's legal team and other members of management.

The Audit Committee receives frequent updates from the Company's independent registered public accounting firm and management on new developments and issues affecting accounting and internal controls. Additionally, the Audit Committee's oversight of internal control also includes frequent updates on the Committee of Sponsoring Organizations of the Treadway Commission (COSO), internal audit issues, ethics hotline reports, internal investigations, key risk issues and internal control matters.

The Compensation Committee engaged Compensia, a Silicon Valley-based compensation consultant with many technology clients, to advise the Compensation Committee in connection with the Company's executive compensation programs for 2015 and 2016. To maintain Compensia's independence and reporting relationship to the Compensation Committee, no other services were provided by Compensia to the Company outside of those performed directly for the Compensation Committee. Also, the Chair of the Compensation Committee approves the consulting fees for services provided by any compensation consultant utilized by the Compensation Committee. The Compensation Committee also considered the independence of Compensia under the NASDAQ Listing Rules regarding compensation adviser independence and found no relationships or other matters which would preclude a finding of independence under the rules. See the section entitled "Compensation Discussion and Analysis."

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The Nominating and Governance Committee regularly consults with internal and outside counsel with respect to various governance issues and discusses governance-related articles by nationally recognized experts. It considers the annual policy updates of proxy advisory firms and reviews public company governance surveys conducted by prominent national organizations. The Nominating and Governance Committee routinely reviews director independence and related party issues along with director education guidelines and the Board's governance guidelines and periodically performs a refresh of its matrix of directors' skills and experience to assist with director succession planning. Other topics recently reviewed by the Nominating and Governance Committee included global legal and regulatory compliance, crisis management and an enterprise risk management program. These activities were in addition to the Board of Directors' review of all committee charters, governance guidelines and Board-level policies.

Briefly, our corporate governance framework includes the following:

***A commitment to director independence*** reflecting the Board's belief that the independent directors and management have different perspectives and roles in strategy development. The only non-independent member of the Board is the Company's Chief Executive Officer. Independent directors bring experience, oversight and expertise from outside the Company and sometimes from outside the industry, while the Chief Executive Officer brings company-specific and industry-specific experience and expertise. Accordingly, the Board has delineated its role in overseeing the development of strategic direction and management's role in the execution of strategy;

***Separation of the Board Chair and Chief Executive Officer positions***, resulting in the Company having a Board Chair who is independent under all applicable standards;

***A majority vote*** provision in the Company's Amended and Restated Bylaws requiring any director who does not receive a majority of votes cast in an uncontested election to tender his or her resignation to the Board. The Board must then decide whether or not to accept his or her resignation;

***Elimination of stockholder rights plan*** through a Bylaw provision requiring the Company to seek stockholder approval prior to its adoption of a stockholder rights plan (commonly referred to as a poison pill), unless the Board, in the exercise of its fiduciary duties, determines that, under the circumstances existing at the time, it is in the best interests of the Company's stockholders to adopt or extend a stockholder rights plan without delay (and in that event, the plan will provide that it will expire unless ratified by the stockholders within one year of adoption);

***An annual say-on-pay advisory vote*** to allow the Compensation Committee to evaluate whether the Company's executive compensation program aligns with the interests of the Company's stockholders;

***Appointment of a Presiding Director*** through a provision in the Corporate Governance Guidelines appointing the Chair of the Nominating and Governance Committee, currently Anthony A. Ibargüen, to serve as the Presiding Director and, as needed, to: review and propose revisions to the Company's Corporate Governance Guidelines and Board procedures, after consultation with the full Board; review and recommend

to the Chair or the Corporate Secretary agenda items and materials for Board meetings; and perform such other roles and responsibilities as are assigned from time to time by the Nominating and Governance Committee or the full Board. In addition, in the event of an unforeseen vacancy in the position of the Chair of the Board, the Presiding Director serves as interim Chair of the Board for the sole purpose of calling and holding a meeting of the Board to elect a new Chair;

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***Executive compensation programs based on a pay-for-performance philosophy*** under which the Compensation Committee designs the overall executive compensation program to pay for performance toward financial and strategic goals, such that a substantial portion of potential executive compensation, both cash and equity-based incentive compensation, is performance-based;

***Prohibition of hedging and speculative transactions*** through the Company's Investor Relations/Stock Trading policy which, among other things, prohibits all directors and employees from pledging Company securities and hedging or otherwise engaging in short-term or speculative transactions involving Company securities;

***Attention to committee membership rotation and chair assignments*** through regular review of legal and regulatory requirements, committee workloads and individual skills. The Nominating and Governance Committee actively monitors the assignments and makes recommendations to the Board of Directors as necessary or appropriate;

***A thorough Board evaluation process*** focusing on Board of Directors and committee governance, priorities and effectiveness. The Board of Directors conducts board, committee, chair, self and peer evaluations annually. The Chair of the Board of Directors and the Chair of the Nominating and Governance Committee discuss the results individually with each director, and the overall results are discussed collectively within each committee and with the full Board of Directors;

***Executive compensation recovery***, providing for clawback of incentive compensation from executives under certain circumstances;

***A policy of not providing gross-up provisions*** in employment agreements (we have, however, one legacy employment agreement with such provisions which has been in place for a number of years);

***A Code of Ethics and Business Practices*** that applies to all teammates and the Board of Directors, with annual certifications and training;

***A Related Party Transactions Policy and Process*** which calls for thorough consideration of transactions and potential transactions with related parties (see further detail under the section entitled Related Party Transactions ); and

***A review of political activities, sustainability initiatives and community involvement***. The Company does not make political contributions. While the Company does not have a formal policy on sustainability, the Board of Directors receives updates on various initiatives and encourages management and teammate involvement in a number of activities under the umbrella of corporate responsibility. The Company encourages teammate involvement in community and charitable activities through a number of programs and events, has an on-site health center and café, supports a foundation dedicated to helping fellow teammates in

distress, allows up to two full days of paid leave per year for each teammate to engage in qualified charitable activities, and offers numerous career development educational opportunities. Although the Company does not manufacture products, it has adopted an array of initiatives to encourage recycling and proper asset disposal and to promote alternative transportation, use of recycled products and environmentally responsible design in its facilities.

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**Risk Management**

The Board takes an active role, both as a whole and at the committee level, in overseeing management of the Company's risks. The Board's committees, which meet regularly and report back to the full Board, play significant roles in carrying out the risk oversight function. The Board and the Audit Committee regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Audit Committee oversees management of financial risk and reviews the results of the Internal Audit function's annual risk assessment process. The Compensation Committee oversees the management of the risks relating to the Company's executive compensation plans and arrangements. The Nominating and Governance Committee oversees management of risks associated with the independence of the Board of Directors, potential conflicts of interest, and corporate governance issues. The Board of Directors has adopted a formal policy on enterprise risk management, and the Chief Executive Officer, the Chief Financial Officer, the Global Compliance Officer and other members of senior management conduct regular assessments of risks to the enterprise and are responsible for managing risk through robust internal processes and strong internal controls in North America, EMEA and APAC. Management provides to the Board of Directors a comprehensive report on the results of its assessment at least twice per year, or more frequently as necessary. Management and the Audit Committee have also aligned the focus of the Company's Internal Audit function to address certain identified principal risk areas.

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

There are five nominees to our Board at the 2016 annual meeting of stockholders. Richard E. Allen, Bennett Dorrance and Michael M. Fisher are standing for re-election to the Board, and Catherine Courage and Bruce W. Armstrong were appointed as directors on January 25 and March 8, 2016, respectively, and will stand for election at the 2016 annual meeting of stockholders. Messrs. Allen, Dorrance and Fisher have served as directors since 2012, 2004 and 2001, respectively. Messrs. Allen, Armstrong, Dorrance and Fisher and Ms. Courage each qualify as an independent director as defined in NASDAQ Listing Rule 5605(a)(2). Unless otherwise instructed, the proxy holders will vote for the election of Messrs. Allen, Armstrong, Dorrance and Fisher and Ms. Courage.

Each of the nominees was nominated by the Nominating and Governance Committee and has agreed to be named in this proxy statement and serve if elected, and we know of no reason why any of the nominees would not be able to serve. However, if any nominee is unable or declines to serve as a director, or if a vacancy occurs before the election (which events are not anticipated), the proxy holders will vote for the election of such other person or persons nominated by the Board.

Information concerning each director nominee is set forth above, along with information about other members of our Board and about our executive officers.

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**Vote Required**

To be elected, a director nominee must receive the affirmative vote of the majority of votes cast, meaning that the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. Abstentions and broker non-votes will have no effect on Proposal No. 1.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**

**A VOTE FOR ELECTION OF THE NOMINEES NAMED ABOVE**

**COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis ( CD&A ) addresses and explains the numerical and related information contained in the summary compensation tables and includes a discussion of key compensation policies and philosophy of the Compensation Committee, as well as significant executive compensation actions that occurred after the end of 2015, the award of bonuses related to 2015 performance, and the adoption of our 2016 compensation programs. The discussion below summarizes the total compensation for services rendered to us by our principal executive officer, our principal financial officer and our three other most highly compensated executive officers. We refer to these persons as our named executive officers.

**Executive Summary**

The Compensation Committee believes its pay-for-performance compensation philosophy has been effective in attracting and retaining key personnel while aligning the interests of executive officers with those of our stockholders. We believe our long-term success depends on our ability to attract and retain individuals who are committed to the Company's purpose, strategy and core values. We structure our executive compensation program so the compensation of our executive officers, including our named executive officers, is tied meaningfully to our strategy and the success of the Company. Accordingly, our general philosophy of executive compensation is to offer competitive base salaries, but to emphasize cash and equity-based incentive compensation which is competitive in the marketplace and which:

permits us to attract and retain highly-qualified executives,

encourages extraordinary effort on behalf of the Company and

rewards the achievement of specific financial and strategic goals by the Company and the individual executive.

The Compensation Committee carefully monitors the mix of base salaries and the performance-based or variable compensation components of our executive officers' short-term cash incentive and long-term equity-based incentive compensation. The Compensation Committee also places substantial emphasis on the mix of long-term and current compensation, with long-term compensation comprising a significant amount of an executive's total potential compensation. The Compensation Committee designs the overall executive compensation program to pay for performance toward financial and strategic goals, and a substantial portion of potential executive compensation, both cash and equity-based incentive compensation, is performance-based.



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For 2015, the Committee increased base salaries for its Section 16 officers by a 2.5% merit increase, consistent with the 2014 increase (other than the President of Insight EMEA and the Chief Information Officer, whose positions were re-evaluated for 2015) and left cash incentive compensation targets for the Company's Section 16 officers at the same levels (expressed as a percentage of base salary) as in 2014 (other than the President of Insight EMEA and the Chief Information Officer). The target dollar values of equity awards for the Company's Section 16 officers for 2015 were equal to values (as of the grant date) of the 2014 awards, and the Compensation Committee continued its practice of granting a combination of service- and performance-based RSUs. However, the number of shares awarded to each officer (other than the President of Insight United States) decreased due to the increase in the price of the Company's common stock at the time of grant in 2015 compared to 2014. The Compensation Committee considered the targeted financial objectives for 2015 to be challenging in that the target performance levels required significant improvement from 2014 in select areas, but not so challenging as to make achievement highly unlikely.

Although weakness in major global currencies against the U.S. dollar dampened our reported results all year, highlights of the Company's financial results included:

Global revenue growth of approximately 1% compared to 2014, up 6% on a constant currency basis, including U.S. revenue growth of approximately 8%, which exceeded our target for this performance measure in 2015, and EMEA revenue growth of approximately 2% on a constant currency basis.

An increase in U.S. hardware market share of 55 basis points as we outperformed the market in hardware sales according to third-party data, exceeding our target for this performance measure in 2015.

Expansion of our solutions capabilities in North America that grew services sales and gross profit, including the acquisition of BlueMetal Architects, Inc., an interactive design and technology architecture firm, in the fourth quarter of 2015, resulting in services gross profit growth in the United States that exceeded our target for this performance measure in 2015.

However, with our investments in sales and technical resources globally to support future revenue growth, we fell short of internal expectations with respect to the earnings from operations performance measures adopted for 2015.

In accordance with the Compensation Committee's pay-for-performance philosophy, and as explained in greater detail below, cash incentive compensation paid out in 2015 increased year over year, even though performance was below expectations in some areas, because of the improved financial performance against the established performance objectives for 2015 compared to 2014. Moreover, the Company's performance under the 2015 equity-based incentive plan met the target range for return on invested capital ( ROIC ) and target performance-based restricted stock units ( RSUs ) were earned at the 100% level by each of our executive officers for 2015, compared to 100% earned in 2014 and 0% earned in 2013.

In addition to basing a substantial amount of executive compensation on performance-based criteria, the Company has taken a number of steps and adopted policies intended to further align our executives' interests with those of stockholders. These include:



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***Stock ownership guidelines*** for our executive officers based on the recommendation of the Compensation Committee's independent compensation consultant;

***A clawback policy*** that permits the Company to recover incentive compensation that was based on having met or exceeded performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in his or her incentive compensation. We are monitoring the status of the final rules to be issued by the SEC and the final listing standards to be adopted by the NASDAQ Stock Market pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and will modify the Company's clawback policy as necessary to comply with applicable laws and listing standards;

***The absence of many pay practices considered to be unfriendly to stockholders***, such as extensive perquisites, guaranteed salary increases and non-performance-based bonuses. Additionally, the Company has only one remaining employment agreement that calls for the gross-up of excise taxes imposed on change-in-control payments under Section 280G of the Internal Revenue Code, as amended (the IRC). This agreement has been in place for a number of years; however, it is the policy of the Compensation Committee not to approve any new agreements with such provisions;

***An independent compensation consultant*** retained directly by the Compensation Committee, with payments to the consultant approved by the Chair of the Compensation Committee, a prohibition on the consultant providing other services to the Company and annual confirmation of the consultant's independence;

***A compensation risk assessment*** whereby the Compensation Committee reviews the Company's incentive compensation programs and addresses the concept of risk to discourage excessive or imprudent risk taking. In addition, the Compensation Committee's independent consultant performs an overall compensation risk assessment to ensure that the Company's overall compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company; and

***A four year vesting schedule*** for the service-based RSUs granted to the named executive officers and other executives.

**Response to Last Year's Say-on-Pay Vote**

We hold an advisory say-on-pay vote on an annual basis. At our 2015 annual meeting of stockholders, we held a non-binding advisory stockholder vote on the compensation of our named executive officers, commonly referred to as a say-on-pay vote. Our stockholders approved the compensation of our named executive officers, with approximately 97% of shares voted by stockholders on the resolution (exclusive of broker non-votes) being in favor of the resolution. As we evaluated our executive compensation practices since that vote, we were mindful of the consistently strong support our stockholders have expressed for our pay-for-performance compensation philosophy. Nonetheless, the Compensation Committee undertakes an annual review of our executive compensation philosophy and our general approach to executive compensation and continually refines the executive compensation programs to align them with the Company's strategic goals and to emphasize pay-for-performance.



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**Discussion and Analysis**

***Our Named Executive Officers***

The purpose of this CD&A is to provide information about each material element of compensation that we pay or award to, or that is earned by, our named executive officers. For 2015, our named executive officers were:

Kenneth T. Lamneck, President and Chief Executive Officer;

Glynis A. Bryan, Chief Financial Officer;

Steven W. Dodenhoff, President, Insight United States;

Wolfgang Ebermann, President, Insight EMEA; and

Michael P. Guggemos, Chief Information Officer.

***Executive Compensation Philosophy and Objectives***

Our long-term success depends on our ability to attract and retain individuals who are committed to the Company's purpose, strategy and core values. Our general philosophy of executive compensation is to offer competitive base salaries and emphasize cash and equity-based incentive compensation that:

is competitive in the marketplace;

permits us to attract and retain highly-qualified executives;

encourages extraordinary effort on behalf of the Company;

rewards the achievement of specific financial, strategic and tactical goals by the Company and the individual executive that aligns the interests of management with the interests of our stockholders; and

is financially sound.

On an annual basis, the Compensation Committee develops a thorough executive compensation program that is mindful of stockholder interests and expectations while at the same time is fair and motivating to our executives.

***Compensation Consultants and Benchmarking***

The Compensation Committee utilizes management to help it carry out its responsibilities, consults with other members of the Board in connection with its decision making, as appropriate, and has consistently over time engaged independent consultants to assist it in fulfilling its responsibilities. The Compensation Committee has the authority to obtain advice and assistance from, and receives funding from the Company for, outside advisors as the Compensation Committee deems necessary to carry out its duties.

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In 2013, the Compensation Committee retained Compensia, a management consulting firm providing executive compensation advisory services, as its independent compensation consultant to advise the Compensation Committee on all matters related to executive compensation. In late 2013, Compensia provided a competitive analysis of the compensation of the Company's most senior executives, including the Company's named executive officers, and did so again in late 2015. The Compensation Committee plans to obtain such analyses at least every other year. Compensia advised the Compensation Committee on a wide range of issues, including competitive market data at the time of hire and at the time of promotions for specific positions. Compensia's 2013 study, which was used to set 2015 executive compensation levels, and Compensia's 2015 study, which was used to set 2016 executive compensation levels, both measured the competitiveness of the Company's compensation relative to two groups of companies (the comparison groups) summarized below, plus a broader benchmark database where the other groups might not provide adequate comparisons. The comparison groups were approved by the Compensation Committee based upon management's and the Compensation Committee's review of competitors and relevant industry comparisons, and on the advice of Compensia.

The primary characteristics of the comparison groups were:

First, a small group of companies that we consider to be our competitors, particularly with respect to competition for talent, customers or suppliers (the Technology Distribution Peer Companies). The Technology Distribution Peer Companies, which comparison group was used to assess compensation levels for the Chief Executive Officer and Chief Financial Officer, includes publicly-traded technology distribution companies;

Second, a group of companies in the broader distribution business with comparable business and financial characteristics (the Broad Industry Peer Group). The Broad Industry Peer Group, which comparison group was used to assess compensation levels for the Chief Executive Officer, Chief Financial Officer and President, Insight United States, includes publicly-traded companies from the technology, technology distribution and broader distribution industries (e.g., food distribution, healthcare distribution, etc.); and

Third, a broad database to provide a reference point where the other groups might not provide adequate comparisons (the Broad Market Database). The Broad Market Database was used to assess compensation levels for all of the Company's most senior executives, including the Company's named executive officers, and includes publicly-traded companies from a group of cross-industry companies (excluding companies from financial, insurance and energy industries).

While the Technology Distribution Peer Companies comparison group comprises companies that are competitors and are close comparisons in terms of sales and market capitalization, it is a relatively small group of companies. Moreover, the Broad Industry Peer Group and the Broad Market Database are not just limited to companies that are competitors for talent, customers or suppliers. Accordingly, the Company does not necessarily consider these groups to be comparison groups for competitive purposes other than as an analysis of the compensation of the Company's most senior executives.

The Compensation Committee used the 2013 Compensia study in addition to other relevant sources of information, such as existing pay levels and other publicly available information about trends in executive compensation, in setting compensation for executives for 2015. Additionally, Compensia advised the Compensation Committee regarding

executive compensation programs and provided advice on trends in compensation.

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Compensia's 2013 study measured the competitiveness of the Company's compensation relative to the Technology Distribution Peer Companies and the Broad Industry Peer Group. The companies included in the Technology Distribution Peer Companies comparison group in the 2013 Compensia analysis were as follows:

|                             |                  |
|-----------------------------|------------------|
| Anixter International, Inc. | PCM, Inc.        |
| CDW Corporation             | ScanSource, Inc. |
| PC Connection, Inc.         | SYNNEX Corp.     |

The companies included in the Technology Distribution Peer Companies comparison group in the 2013 study are all publicly-traded companies with revenues of less than \$11 billion. The median revenue of this comparison group was \$4.5 billion, and the median market cap was \$1.8 billion.

The companies included in the Broad Industry Peer Group comparison group in the 2013 Compensia analysis were as follows:

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| The Andersons, Inc.                   | Sanmina-SCI Corporation               |
| Anixter International, Inc.           | ScanSource, Inc.                      |
| Applied Industrial Technologies, Inc. | SunEdison                             |
| CDW Corporation                       | SYNNEX Corp.                          |
| Core-Mark Holding Company, Inc.       | United Natural Foods, Inc.            |
| Diebold, Incorporated                 | United Stationers Inc. <sup>(2)</sup> |
| ManTech International Corporation     | Watsco, Inc.                          |
| Nash-Finch Company <sup>(1)</sup>     | WESCO International, Inc.             |
| Owens & Minor, Inc.                   |                                       |

<sup>(1)</sup> Became SpartanNash after merger in November 2013.

<sup>(2)</sup> Changed its name in 2015 to Essendant, Inc.

The companies included in the Broad Industry Peer Group in the 2013 study are all publicly-traded companies with revenues from \$2.0 billion to \$10.7 billion. The median revenue of this comparison group was \$5.7 billion, and the median market cap was \$2.0 billion.

For the Broad Market Database, the 2013 Compensia study utilized data from the Towers Watson Top Management Compensation Survey, the Equilar May 2013 Executive Compensation Survey and the Radford July 2013 Executive Compensation Survey. The companies included in these third-party surveys were not adjusted by Compensia in preparing their analysis and included publicly-traded companies with revenues between \$1 billion and \$10 billion.

The Compensation Committee used the 2015 Compensia study in addition to other relevant sources of information, such as existing pay levels and other publicly available information about trends in executive compensation, in setting compensation for executives for 2016. Additionally, Compensia advised the Compensation Committee regarding executive compensation programs generally and provided advice on trends in compensation. Compensia's 2015 study again measured the competitiveness of the Company's compensation relative to two comparison groups summarized

below.

The companies included in the Technology Distribution Peers comparison group in the 2015 Compensia study were the same six companies included in the 2013 study. All are publicly-traded companies with revenues of less than \$14 billion. The median revenue of this comparison group in 2015 was \$4.7 billion, and the median market cap was \$1.6 billion.

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The companies included in the Broad Industry Peer Group in the 2015 Compensia study were the same 17 companies included in the 2013 study, except that MRC Global Inc. and Rush Enterprises, Inc. were added in the 2015 study as they met the selection criteria relative to market cap, gross profit and revenue within the defined industry groups; and ManTech International Corporation and SunEdison, which were included in the 2013 study, were not included in the 2015 study. ManTech International Corporation fell below the bottom end of the selection criteria on both revenue and gross profit while the Compensation Committee felt that SunEdison's business was outside of the defined industry groups.

The companies included in the Broad Industry Peer Group comparison group in the 2015 Compensia study are all publicly-traded companies with revenues from \$2.8 billion to \$13.6 billion. The median revenue of this comparison group was \$6.2 billion, and the median market cap was \$1.9 billion.

The 2015 Compensia study also utilized data from the Towers Watson Top Management Compensation Survey and the Equilar Executive Compensation Survey as well as Compensia's Proprietary Database. The companies included in these third-party surveys were not adjusted by Compensia in preparing their analysis and included publicly-traded companies with revenues between \$2 billion and \$16 billion.

The 2013 and 2015 Compensia studies provided the Compensation Committee with data for base salary, annual cash incentives, long-term equity-based incentive compensation and total compensation for the comparison groups. With respect to total target cash compensation for 2015 and 2016, which included base salaries and target cash incentive compensation, the Compensia studies showed that, with variations from position to position, the Company was competitive. With respect to target long-term equity-based incentive compensation, the Compensia studies generally indicated that the Company's target long-term equity-based compensation for 2015 and 2016, which included the grant date fair value of the 2015 and 2016 equity-based incentive compensation awards to the Company's executives, also was competitive.

### ***Role of Executives in the Compensation Setting Process***

The Compensation Committee has the overall responsibility for approving the cash-based incentive compensation for the officers that are subject to the reporting requirements of Section 16(a) of the Exchange Act (Section 16 officers). To facilitate this process, the Chief Executive Officer and other members of the management team prepare and present information and recommendations to the Compensation Committee for review, consideration and approval. The Chief Executive Officer and other members of the management team did not retain a compensation consultant for advice on those recommendations. With respect to the cash compensation of all other teammates, the Compensation Committee functions in an oversight role as these decisions are considered the responsibility of management.

With respect to equity-based compensation, the Compensation Committee approves the annual RSU program grants, including grants to all Section 16 officers, as well as the pool of available shares from which the Chief Executive Officer may make discretionary or new-hire RSU grants, or both, to individuals other than non-employee directors or Section 16 officers. The Compensation Committee reviews reports on such discretionary grants on a quarterly basis.

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The Chief Executive Officer does not have the ability to call Compensation Committee meetings and does not attend those portions of the Compensation Committee meetings where his compensation is decided.

### ***Compensation Programs Design***

The principal components of compensation for the Company's named executive officers are:

base salary and benefits;

short-term cash incentive compensation; and

long-term equity-based incentive compensation.

As a result of our executive compensation philosophy, a significant percentage of total potential compensation is allocated to performance-based or variable compensation. The Compensation Committee has allocated between cash and equity, and between short-term and long-term incentive compensation, based on the comparisons to the peer group companies and market data utilized by the Compensation Committee at the time. Moreover, the different elements of compensation are designed to support and encourage varying performance levels and behaviors that the Compensation Committee believes will contribute favorably to Company strategy and performance in the period covered by each plan, consistent with the Compensation Committee's commitment to pay for performance.

### ***Base Salaries***

Base salaries are designed to attract and retain executives by providing a fixed compensation based on competitive market practices. This component of compensation is designed to reward an executive's core competency in his or her position relative to skills, experience and expected contributions to the Company and to provide the executive with a fair, predictable and reliable component of compensation for his or her service.

The Compensation Committee reviews base salaries annually and, in setting base salaries for 2015, the Compensation Committee worked with its compensation advisor, Compensia, and relied on the 2013 Compensia market study. In setting 2016 executive compensation, the Compensation Committee reviewed the competitive market data utilized in the 2015 Compensia market study. Based on the individual performance of the executives and the Compensation Committee's evaluation of current market data, 2016 base salaries for our President and Chief Executive Officer, the President of our United States operations and the President of our EMEA operating segment were each increased by approximately 10% compared to 2015. The Compensation Committee approved 2016 salaries for named executive officers as follows (with comparable 2015 salaries presented):

Kenneth T. Lamneck, President and Chief Executive Officer \$800,000 (\$726,901 2015);

Glynis A. Bryan, Chief Financial Officer \$466,140 (\$454,771 2015);

Steven W. Dodenhoff, President, Insight United States \$488,625 (\$444,204 2015);

Wolfgang Ebermann, President, Insight EMEA \$584,924 (\$527,930<sup>1</sup> 2015); and

Michael P. Guggemos, Chief Information Officer \$398,989 (\$389,258 2015).

<sup>1</sup> Mr. Ebermann's base salary is shown in U.S. dollars for presentation in this proxy statement, but Mr. Ebermann is paid in Euros. Approved 2016 salary is \$522,720, a 10% increase from his 2015 salary of \$475,200. Consistent with the presentation in the Summary Compensation Table in this proxy statement, Mr. Ebermann's 2015 salary was computed by multiplying the average exchange rate for the quarters ended March 31, June 30, September 30, and December 31, respectively, by the compensation earned during the quarter. Mr. Ebermann's approved 2016 salary assumes an exchange rate of \$1.119 per Euro.

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***Short-Term Cash Incentive Compensation***

The Compensation Committee views cash incentive compensation as a means of closely tying a significant portion of the total potential annual cash compensation for executives to the financial and operational performance of the Company, or the portion of the Company for which the executive has management responsibility, depending on the executive's position.

Consistent with the practice followed since 2010, for 2015 and 2016, the cash incentive plan was designed to reward performance based exclusively on defined financial objectives of the Company. All Section 16 officers, including our named executive officers, have an annual cash incentive plan. The financial objectives for each Section 16 officer are approved by the Compensation Committee and are set at the beginning of the year. These objectives and goals are integrated into the overall cash incentive plans for the Company's management employees throughout the organization to foster a team environment whereby the entire Company is focused on the same or similar set of objectives and goals.

The Compensation Committee annually reviews financial objectives and target cash incentive compensation. The Compensation Committee generally targets cash incentive compensation for executive officers at or near the 50<sup>th</sup> percentile of the comparison groups utilized by the Compensation Committee at the time and adjusts, as appropriate, for tenure, performance and variations in actual position responsibilities from position descriptions in the comparison groups. The Compensation Committee utilized the 2013 Compensia market study to set 2015 cash incentive targets and the 2015 Compensia market study to set 2016 cash incentive targets, which studies showed that the Company's cash incentive compensation is competitive based on its comparison group analysis.

**2015 Cash Incentive Plan**

For 2015, the Compensation Committee continued its emphasis on cash incentive compensation by setting cash incentive plans for executive officers so that a significant portion of total cash compensation would be awarded if performance targets were met.

The 2015 cash incentive plan (the 2015 Plan) provided incentive award opportunities for select employees, including executive officers. The 2015 Plan was adopted pursuant to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan (the 2007 Omnibus Plan). Under the 2015 Plan, defined financial objectives, which the Compensation Committee believes are important drivers of stockholder value, were established for each of the Company's named executive officers, and the percentages of total cash incentive compensation to be tied to each of the specified financial objectives were quantified as follows:

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| <b>Position</b>                       | <b>IEI</b> |                              | <b>U.S.</b>           |                            | <b>U.S.</b>     | <b>IEI</b>                | <b>U.S.</b>               |
|---------------------------------------|------------|------------------------------|-----------------------|----------------------------|-----------------|---------------------------|---------------------------|
|                                       | <b>EFO</b> | <b>Global Revenue Growth</b> | <b>Revenue Growth</b> | <b>Market Share Growth</b> | <b>Hardware</b> | <b>Services GP Growth</b> | <b>Services GP Growth</b> |
| President and Chief Executive Officer | 25%        | 25%                          |                       | 25%                        |                 | 25%                       |                           |
| Chief Financial Officer               | 25%        | 25%                          |                       | 25%                        |                 | 25%                       |                           |
| President, Insight United States      |            |                              | 25%                   | 25%                        |                 |                           | 25%                       |
| Chief Information Officer             | 25%        | 25%                          |                       | 25%                        |                 | 25%                       |                           |

| <b>Position</b>         | <b>EMEA</b> |                       | <b>EMEA</b>           | <b>EMEA</b>               |
|-------------------------|-------------|-----------------------|-----------------------|---------------------------|
|                         | <b>EFO</b>  | <b>Revenue Growth</b> | <b>Revenue Growth</b> | <b>Services GP Growth</b> |
| President, Insight EMEA |             |                       | 50%                   | 25%                       |

For purposes of the 2015 Plan:

Insight Enterprises, Inc. and subsidiaries ( IEI ) earnings from operations ( EFO ) was calculated on a consolidated non-GAAP basis, with non-GAAP IEI EFO being defined as the Company s actual 2015 consolidated earnings from operations, excluding certain items, specified and approved in advance by the Compensation Committee, that were not considered to be part of ongoing business (the EFO exclusions ). U.S. EFO was calculated on a non-GAAP basis, with non-GAAP U.S. EFO being defined as the actual 2015 earnings from operations from the Company s U.S. operations, excluding the relevant EFO exclusions. EMEA EFO was calculated on a non-GAAP basis, with non-GAAP EMEA EFO being defined as the actual 2015 earnings from operations from the Company s EMEA operating segment, excluding the relevant EFO exclusions.

IEI Global Revenue Growth was based on the change in the Company s actual 2015 consolidated net sales compared to 2014. U.S. Revenue Growth was based on the change in actual 2015 net sales from the Company s U.S. operations compared to 2014. EMEA Revenue Growth was based on the change in actual 2015 net sales from the Company s EMEA operating segment compared to 2014, on a constant currency basis.

U.S. Hardware Market Share Growth was based on growth in market share from 2014 to 2015 utilizing data for U.S. hardware sales as provided by the NPD Group, Inc. ( NPD ), a third-party market research company that provides market share information on the commercial purchasing of IT products sold through a group of national corporate resellers and direct marketers in the United States who have agreed to share their data with NPD. This data is adjusted by management, as agreed to by the Compensation Committee at the time the targets were set, to maintain a consistent percentage of the Company s U.S. hardware sales compared to total hardware sales reported by NPD.

IEI Services Gross Profit ( GP ) Growth was based on the change in the Company's actual 2015 consolidated services gross profit compared to 2014. U.S. Services GP Growth was based on the change in actual 2015 services gross profit from the Company's U.S. operations compared to 2014.

EMEA Services GP Growth was based on the change in the actual 2015 services gross profit from the Company's EMEA operating segment compared to 2014, on a constant currency basis.

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The 2015 Plan required that the Company or the relevant portion of the Company for which the executive has management responsibility, depending on the executive's position, achieve a certain threshold percentage of the budgeted amounts for the particular performance measure for any payment to be made to an executive with respect to that performance measure. Therefore, it was possible that an executive would have different levels of achievement for each of his or her separate performance measures, and perhaps receive no payment at all, depending on performance against the goal for each performance measure. The levels of performance were set in conjunction with the Company's overall annual budget and were considered to be challenging, but achievable, given the uncertain economic environment and the tactical and strategic plans that were developed for 2015. Where actual results fell between specified performance levels, payments were calculated based on linear interpolation.

For the 2015 consolidated IEI EFO, U.S. EFO and EMEA EFO performance measures set forth above, the threshold to receive any cash incentive was 80% of the respective budgeted EFO amount, which would result in a payout of 50% of targeted cash incentive compensation for that measure. Below 80% attainment, no payout would be received by the executive. The maximum each executive could earn of 200% of target would result from attainment at 120% of the respective budgeted EFO amount.

The budgeted target, actual financial attainment and payout levels related to EFO performance measures for the 2015 Plan were as follows:

| <b>Financial Objective</b> | <b>Target</b>   | <b>Actual</b>   | <b>% Payout</b> |
|----------------------------|-----------------|-----------------|-----------------|
| IEI EFO (non-GAAP)         | \$140.2 million | \$132.6 million | 86.6%           |
| U.S. EFO (non-GAAP)        | \$101.7 million | \$98.4 million  | 91.8%           |
| EMEA EFO (non-GAAP)        | \$19.8 million  | \$19.6 million  | 98.1%           |

For the 2015 Revenue Growth performance measures set forth above, the thresholds to receive any cash incentive were IEI Global Revenue Growth of 0.0003% compared to 2014, U.S. Revenue Growth of 0.0006% compared to 2014 and EMEA Revenue Growth of 0.0013% compared to 2014, which would result in a payout of 0.01% of targeted cash incentive compensation for the respective performance measure. Below these attainment thresholds, no payout would be received by the executive. The maximum each executive could earn of 200% of target would result from IEI Global Revenue Growth of 4.1% compared to 2014, U.S. Revenue Growth of 9.9% compared to 2014 and EMEA Revenue Growth of 19.5% compared to 2014.

The budgeted target, actual financial attainment and payout levels related to the Revenue Growth performance measures for the 2015 Plan were as follows:

| <b>Financial Objective</b> | <b>Target</b>  | <b>Actual</b> | <b>% Payout</b> |
|----------------------------|----------------|---------------|-----------------|
| IEI Global Revenue Growth  | 2.7% increase  | 1.1% increase | 41.7%           |
| U.S. Revenue Growth        | 6.4% increase  | 8.2% increase | 140.7%          |
| EMEA Revenue Growth        | 12.6% increase | 1.6% increase | 12.5%           |

For the 2015 U.S. Hardware Market Share Growth performance measure set forth above, the threshold to receive any cash incentive was a 5 basis point increase over 2014, which would result in a payout of 25% of targeted cash incentive compensation for that measure. Below a 5 basis point increase, no payout would be received by the executive. The maximum each executive could earn of 200% of target would result from a 95 basis point increase over 2014.



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The budgeted target, actual financial attainment and payout levels related to the U.S. Hardware Market Share Growth performance measure for the 2015 Plan were as follows:

| <b>Financial Objective</b>        | <b>Target</b>   | <b>Actual</b>   | <b>% Payout</b> |
|-----------------------------------|-----------------|-----------------|-----------------|
| U.S. Hardware Market Share Growth | 40 bps increase | 55 bps increase | 133.3%          |

For the 2015 Services GP Growth performance measures set forth above, the thresholds to receive any cash incentive were IEI Services GP Growth of 2.5% compared to 2014, U.S. Service GP Growth of 0.4% compared to 2014 and EMEA Services GP Growth of 9.3% compared to 2014, which would result in a payout of 25% of targeted cash incentive compensation for the respective performance measure. Below these attainment thresholds, no payout would be received by the executive. The maximum each executive could earn of 200% of target would result from IEI Services GP Growth of 28.1% compared to 2014, U.S. Services GP Growth of 25.5% compared to 2014 and EMEA Services GP Growth of 74.9% compared to 2014.

The budgeted target, actual financial attainment and payout levels related to the Services GP Growth performance measures for the 2015 Plan were as follows:

| <b>Financial Objective</b> | <b>Target</b>  | <b>Actual</b>  | <b>% Payout</b> |
|----------------------------|----------------|----------------|-----------------|
| IEI Services GP Growth     | 16.5% increase | 16.0% increase | 98.9%           |
| U.S. Services GP Growth    | 14.1% increase | 18.4% increase | 139.7%          |
| EMEA Services GP Growth    | 45.7% increase | 15.2% increase | 37.1%           |

Based on the achievement levels set forth above, the approved 2015 target and earned cash incentive compensation for each of our named executive officers were as follows:

Kenneth T. Lamneck, Chief Executive Officer Target \$726,901 (100% of base salary); Earned \$654,938;

Glynis A. Bryan, Chief Financial Officer Target \$454,771 (100% of base salary); Earned \$409,749;

Steven W. Dodenhoff, President, Insight United States Target \$333,153 (75% of base salary); Earned \$421,105;

Wolfgang Ebermann, President, Insight EMEA Target \$324,970 (62% of base salary); Earned \$199,857<sup>1</sup>; and

Michael P. Guggemos, Chief Information Officer Target \$194,629 (50% of base salary); Earned \$175,361.

<sup>1</sup> Mr. Ebermann's 2015 target and earned cash incentive compensation is shown in U.S. dollars for presentation in this proxy statement, but Mr. Ebermann is paid in Euros. The target was 294,624. His earned cash incentive

compensation was 181,194. Consistent with the presentation in the Summary Compensation Table in this proxy statement, Mr. Ebermann's 2015 earned cash incentive compensation was determined by multiplying the Euros paid by the exchange rate applicable on the date paid. Consistent with the presentation in the Grants of Plan-Based Awards table in this proxy statement, Mr. Ebermann's 2015 target cash incentive compensation was determined by multiplying the Euro amount by the exchange rate applicable on the actual date paid of \$1.103 per Euro.

2016 Cash Incentive Plan

For 2016, the Compensation Committee continued its emphasis on cash incentive compensation by setting cash incentive plans for executive officers so that a significant portion of total cash compensation will be awarded through cash incentives if performance targets are met.

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The 2016 cash incentive plan (the 2016 Plan ) provides incentive award opportunities for select employees, including named executive officers. The 2016 Plan was also adopted pursuant to the 2007 Omnibus Plan. Under the 2016 Plan, defined financial objectives were again established for each of the Company's current named executive officers, and the percentages of total cash incentive compensation to be tied to each of the specified financial objectives were quantified as follows:

| <b>Position</b>                       | <b>IEI EFO</b> | <b>IEI Services GP Growth</b> | <b>IEI Global Revenue Growth</b> | <b>U.S. Hardware Market Share Growth</b> | <b>U.S. EFO</b> | <b>U.S. Services GP Growth</b> | <b>U.S. Revenue Growth</b> |
|---------------------------------------|----------------|-------------------------------|----------------------------------|--|-----------------|--------------------------------|----------------------------|
|                                       |                |                               |                                  |  |                 |                                |                            |
| President and Chief Executive Officer | 50%            | 25%                           | 12.5%                            | 12.5%                                    |                 |                                |                            |
| Chief Financial Officer               | 50%            | 25%                           | 12.5%                            | 12.5%                                    |                 |                                |                            |
| President, Insight United States      |                |                               |                                  | 12.5%                                    | 50%             | 25%                            | 12.5%                      |
| Chief Information Officer             | 50%            | 25%                           | 12.5%                            | 12.5%                                    |                 |                                |                            |

| <b>Position</b>         | <b>EMEA EFO</b> | <b>EMEA Services GP Growth</b> | <b>EMEA Revenue Growth</b> |
|-------------------------|-----------------|--------------------------------|----------------------------|
|                         |                 |                                |                            |
| President, Insight EMEA | 50%             | 25%                            | 25%                        |

The following considerations were reflected in our 2016 Plan:

The 2016 Plan again includes performance measures for IEI, U.S. and EMEA EFO, as well as IEI Global Revenue Growth, U.S. Revenue Growth and EMEA Revenue Growth, in each case calculated consistent with 2015 (as discussed above).

Reflecting the continued focus of the Company on the strategic objective of growing our core business and improving profitability, the 2016 Plan again incorporates the performance measure of U.S. Hardware Market Share Growth, calculated consistent with 2015 (as discussed above), for all of our current named executive officers (other than the President of Insight EMEA).

The Compensation Committee decreased the percentage of total cash incentive compensation tied to IEI Global Revenue Growth and U.S. Revenue Growth as well as to U.S. Hardware Market Share Growth compared to 2015. These decreases were offset by increases in the percentage of total cash incentive compensation for IEI and U.S. EFO financial objectives, in recognition of the Company's need to capitalize on recent investments in sales and related personnel.

The performance measures included in the plan for EMEA Revenue Growth and EFO remained at the same percentage of total cash incentive compensation as in 2015.

Reflecting the continued focus of the Company on the strategic objectives of building scalable services business and developing and growing our global Cloud business, the 2016 Plan again incorporates a performance measure for growth in Services GP for all named executive officers, with IEI Services GP Growth, U.S. Services GP Growth and EMEA Services GP Growth, calculated consistent with 2015 (as discussed above), all being performance measures again and at the same percentages of total cash incentive compensation as in 2015.

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The approved 2016 target cash incentive compensation amounts for each of our current named executive officers are set forth below. Consistent with 2015, the 2016 target cash incentive compensation amounts are calculated as a percentage of base salary. The percentages are consistent with those utilized in 2015 (other than for Mr. Lamneck, whose compensation was re-evaluated for 2016, as discussed below).

Kenneth T. Lamneck, President and Chief Executive Officer Target 150% of 2016 base salary, or \$1,200,000;

Glynis A. Bryan, Chief Financial Officer Target 100% of 2016 base salary, or \$466,140;

Steven W. Dodenhoff, President, Insight United States Target 75% of 2016 base salary, or \$366,469;

Wolfgang Ebermann, President, Insight EMEA Target 62% of 2016 base salary, or \$362,653; and

Michael P. Guggemos, Chief Information Officer Target 50% of 2016 base salary, or \$199,495.

<sup>1</sup> Mr. Ebermann's 2016 target cash incentive compensation is shown in U.S. dollars for presentation in this proxy statement, but Mr. Ebermann is paid in Euros. The target is 324,086. Mr. Ebermann's approved 2016 target cash incentive compensation assumes an exchange rate of \$1.119 per Euro.

The target award for each of the executives is intended to define the amount that would be earned by the executive if the Company achieves each of the performance measures at the target level. The Compensation Committee also sets award levels for performance below the target performance level and seeks to encourage outstanding executive performance by setting award opportunity levels above the target performance, up to the maximum level.

***Long-Term Equity-Based Incentive Compensation***

The Compensation Committee views long-term equity-based compensation as a critical component of the overall executive compensation program. The principal objectives for long-term equity-based compensation are to:

enhance the link among Company performance, the creation of stockholder value and long-term incentive compensation;

facilitate increased equity ownership by executives;

encourage executive retention through use of multiple-year vesting periods; and

provide competitive levels of total compensation to executive officers if expected levels of performance are achieved.

Long-term equity-based incentives are currently issued in the form of service and performance-based RSUs. Consistent with the practice followed since 2009, the Compensation Committee decided that the Company's executive officers would receive 60% of their equity-based incentive awards in performance-based RSUs and 40% in service-based RSUs. To encourage continued employment with the Company, service-based awards vest over a four-year vesting schedule. Performance-based RSUs are earned only if predetermined annual financial performance goals are achieved and are then subject to a three-year vesting period. One of the Compensation Committee's goals in granting 40% of the award in the form of service-based RSUs vesting over four years is to enhance retention, whereas the other 60% of the award is performance-based, which the Compensation Committee believes aligns the interests of management and the stockholders. To encourage overachievement of targets, significant upside potential exists related to the number of RSUs ultimately earned. The number of performance-based RSUs ultimately earned varies based on the achievement of threshold levels of financial performance, with greater numbers of shares awarded for higher levels of financial performance. If the Company's financial performance does not meet or exceed a set performance threshold, no performance-based RSUs are earned. All grants of equity-based compensation are currently made under the 2007 Omnibus Plan. The Compensation Committee believes that the 60/40 split of performance-based and service-based RSUs has demonstrated its value in paying for performance and promoting retention.

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In order to link equity-based incentive compensation to annual performance and to continue to align the interests of management and stockholders, the Compensation Committee initiates annual grants of equity-based incentive compensation awards to executives early in the year (as opposed to later in the year or periodically throughout the year) in connection with the annual budgeting process. Also, early in the year, the Compensation Committee approves the annual RSU program grants as well as a pool of shares from which the Chief Executive Officer may make discretionary and/or new hire RSU grants throughout the year to individuals other than non-employee directors or Section 16 officers. The pool of RSUs is based on the recommendation of management and review of the overall equity compensation expense expected to be recorded in current and future years in the Company's consolidated financial statements.

For 2015, the Compensation Committee determined target equity-based incentive compensation for executive officers considering comparison group data in the 2013 Compensia market study, and the Compensation Committee used the 2015 Compensia study in its determinations for 2016 target equity-based incentive compensation. Based on these studies, the Compensation Committee believes that the equity-based incentive compensation plan, including the use of performance-based RSUs, and the target level of grants to each executive, is competitive with market practice, and the 60/40 split of performance-based and service-based RSUs continues to reward executives for performance and promotes retention of the Company's executives.

The approved dollar value of 2015 and 2016 target equity-based incentive compensation amounts for each of our current named executive officers are set forth below.

Kenneth T. Lamneck, President and Chief Executive Officer \$1,900,000 for 2015 and 2016;

Glynis A. Bryan, Chief Financial Officer \$646,875 for 2015 and \$710,000 for 2016;

Steven W. Dodenhoff, President, Insight United States \$550,000 for 2015 and \$600,000 for 2016;

Wolfgang Ebermann, President, Insight EMEA \$500,000 for 2015 and \$550,000 for 2016; and

Michael P. Guggemos, Chief Information Officer \$375,000 for 2015 and 2016.

**2015 Equity-Based Incentive Plan**

The 2015 RSU awards for executive officers, which were 40% service-based and 60% performance-based, were approved on February 11, 2015. The service-based RSUs vest in four equal annual installments beginning on February 20, 2016. The performance-based grants, to the extent earned, vest in three equal annual installments beginning on February 20, 2016, and the number of RSUs earned was dependent on the Company's actual ROIC for the fiscal year ended December 31, 2015, on a consolidated non-GAAP basis, with non-GAAP ROIC being defined as 2015 IEI EFO (as discussed above), tax effected at an assumed tax rate of 37%, divided by Invested Capital. Invested Capital is defined as average equity, plus average debt, less average cash balances, as reported by the Company during the year ended December 31, 2015. The averages were computed using the five most recent quarter-end balances (December 31, 2014 through December 31, 2015) and included the assumption that acquisition goodwill was not impaired and continued to be present in all periods (i.e., average equity was not reduced for the non-cash goodwill

impairment charge that was taken in 2008). The non-GAAP ROIC target range was set in conjunction with the Company's overall annual budget and was considered to be challenging, but achievable, given the tactical and strategic plans that were developed for 2015. For the 2015 non-GAAP ROIC performance measure set forth above, the threshold to receive any performance-based RSUs was non-GAAP ROIC of 8.67%, which would result in 25% of performance-based RSUs being issued to the executive. Below 8.67%, no performance-based RSUs would be earned by the executive. The maximum each executive could earn of 200% of target would result from achievement of non-GAAP ROIC above 12.62%.

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The following table sets forth the number of service-based and performance-based awards made to our named executive officers under the 2015 equity-based incentive plan:

| Named Executive Officer                                      | Performance-Based RSU Awards   |   |                           |             | Performance-Based RSUs Awarded (#) |
|--|--------------------------------|---|---------------------------|-------------|------------------------------------|
|  | Service-Based RSUs Awarded (#) | Target Number of Performance-Based RSUs (1) | 2015 Actual Non-GAAP ROIC | Award Level |                                    |
| Kenneth T. Lamneck,<br>President and Chief Executive Officer | 29,119                         | 43,678                                      | 9.75%                     | 100%        | 43,678                             |
| Glynis A. Bryan,<br>Chief Financial Officer                  | 9,914                          | 14,871                                      | 9.75%                     | 100%        | 14,871                             |
| Steven W. Dodenhoff,<br>President, Insight United States     | 8,429                          | 12,644                                      | 9.75%                     | 100%        | 12,644                             |
| Wolfgang Ebermann,<br>President, Insight EMEA                | 7,663                          | 11,495                                      | 9.75%                     | 100%        | 11,495                             |
| Michael P. Guggemos,<br>Chief Information Officer            | 5,747                          | 8,621                                       | 9.75%                     | 100%        | 8,621                              |

(1) Target was based on the Company achieving its non-GAAP ROIC target range for 2015 of 9.75% - 10.10%.  
2016 Equity-Based Incentive Plan

The 2016 RSU awards for executive officers, which are also 40% service-based and 60% performance-based, were approved on February 10, 2016. The service-based RSUs will vest in four equal annual installments beginning on February 20, 2017. The performance-based grants will, if earned, vest in three equal annual installments beginning on February 20, 2017, and the number of RSUs to be issued, if any, will vary depending on the Company's ROIC for the fiscal year ending December 31, 2016, on a consolidated non-GAAP basis, with non-GAAP ROIC and Invested Capital being defined consistent with 2015 (as discussed above). For the performance-based RSUs, if the Company achieves certain specified strategic objectives defined in advance by the Compensation Committee, 100% of the target number of RSUs will be issued. If those specific objectives are not met and the Company achieves less than 87% of its 2016 ROIC target range, no RSUs will be issued or if the Company achieves greater than 127% of its 2016 ROIC target range, 200% of the target number of RSUs will be issued. The ROIC target range was set in conjunction with the Company's overall annual budget and is considered to be challenging, but achievable, given the tactical and strategic plans that have been developed for 2016.

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In determining the amount of equity-based incentive compensation for 2016, the Compensation Committee considered its goal to provide retention value for senior executives through stock price improvement, which the Compensation Committee believes aligns the interests of management and the stockholders. Based on the Compensation Committee's careful review of the 2015 Compensia analysis of the competitiveness of the Company's compensation levels, including its equity-based award levels, and on the Compensation Committee's review of the Company's 2016 budget and the recommendations of Compensia, the Compensation Committee awarded service-based and performance-based RSUs, granted on February 20, 2016, equivalent to the approved dollar value and the 60/40 split noted above to each of our current named executive officers.

**Chief Executive Officer Compensation**

The Compensation Committee determines compensation for the Chief Executive Officer using the same criteria it uses for other executives, placing relatively less emphasis on base salary and, instead, creating greater performance-based opportunities for short-term and long-term incentive compensation (cash and equity, respectively).

In setting the Chief Executive Officer's compensation for 2015, the Compensation Committee approved a 2.5% increase in base salaries for 2015 for most of the Company's executive officers, including Mr. Lamneck, raising his base salary to \$726,901 for 2015. As noted above, executive officer target cash incentive compensation is reflected as a percentage of base salary (100% in Mr. Lamneck's case for 2015) resulting in Mr. Lamneck's target cash incentive award also increasing 2.5% to \$726,901 in 2015. Also as noted above, target equity-based compensation awards approved by the Compensation Committee for 2015 reflect no increases from 2014. As a result, Mr. Lamneck's total target direct compensation for 2015 was \$3,353,802 (compared to \$3,318,344 in 2014); however, Mr. Lamneck's actual annual compensation earned for 2015 was 97.9% of the total target, or \$3,281,841 (valuing his equity-based compensation at the grant date fair value). As noted above, based on Mr. Lamneck's performance and its evaluation of the market data, the Compensation Committee approved an approximate 10% increase in Mr. Lamneck's base salary for 2016, raising his base salary to \$800,000 for 2016 and his target cash incentive compensation, reflected as a percentage of base salary, was increased to 150%, or \$1,200,000 for 2016. Also as noted above, target equity-based compensation awards approved by the Compensation Committee for 2016 for Mr. Lamneck again reflected no increase from 2015. As a result, Mr. Lamneck's total target direct compensation for 2016 is \$3,900,000 (compared to \$3,353,802 in 2015).

**Other Compensation Policies*****Severance and Change in Control Plans***

Severance and change in control plans are designed to facilitate the Company's ability to attract and retain executives as the Company competes for talented employees in a marketplace where such protections are commonly offered. Severance benefits are designed to provide benefits to ease an executive's transition following an employment termination by the Company due to changes in the Company's employment needs. Change in control benefits are intended to encourage executives to remain focused on the Company's business in the event of rumored or actual fundamental corporate changes. Both severance and change in control benefits are often a critical part of an executive's initial compensation package, and key executives may not have accepted our offers of employment if we had not provided market-level severance and change in control benefits. See further detail under the section entitled Employment Agreements, Severance and Change in Control Plans.

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### ***Benefits and Perquisites***

Our named executive officers participate in benefit plans generally available to all of our teammates, including medical, health, life insurance and disability plans. Our named executive officers other than Mr. Ebermann are also eligible to participate in the Company's 401(k) plan and receive Company matching contributions, to the extent made by the Company, which are generally available to our U.S. teammates. Mr. Ebermann participates in statutory health insurance and pension plans available to other teammates in Germany. Mr. Ebermann also receives an automobile allowance and enhanced Company-paid insurance benefits in case of death or disability, which are benefits generally available to executives in EMEA. These benefits are part of our broad-based total compensation programs offered in the geography in which each of the executives resides.

We provide our executive officers with relatively limited perquisites, and we believe they are reasonable and in the best interests of the Company. We promote wellness initiatives in our employee health insurance plans and make premium payments for long-term disability insurance for all of our named executive officers in the United States. The costs of perquisites and other personal benefits provided to our named executive officers during 2015 are included in the Summary Compensation Table in this proxy statement and identified in the footnotes thereto.

### ***Stock Ownership Guidelines***

The Board, upon the recommendation of the Compensation Committee, adopted stock ownership guidelines that:

are designed to align the interests of key executives, Board members and stockholders;

define which ownership interests will count towards the guidelines; and

provide a five-year transition period for each new executive and each new Board member to reach ownership guidelines.

The guidelines specify that, subsequent to the five-year transition period, as of each January 1, each executive and each Board member is expected to hold shares of Insight common stock with a value at least equal to a specified multiple of his or her annual base salary or retainer. For the President and Chief Executive Officer, three times annual base salary is required. For all other Executives, one times annual base salary is required. For Board members, three times the annual base retainer is required. Failure to meet or to show sustained progress toward meeting the stock ownership guidelines may result in a reduction in future long-term incentive grants and also may result in a requirement to retain some or all stock attained through Company grants of equity until the stock ownership guidelines are attained.

### ***Executive Compensation Recovery***

We have an incentive compensation recovery, or clawback, policy that applies to our executive officers. Under this policy, in the event of a material restatement of our financial results, we may recover from an executive officer any incentive compensation that was based on having met or exceeded performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in his or her incentive compensation.



**Table of Contents****Tax and Accounting Considerations*****Deductibility of Executive Compensation***

Section 162(m) of the IRC generally prohibits a public company from taking an income tax deduction for compensation over \$1 million paid to the principal executive officer and any one of the three highest paid executive officers (other than the principal executive officer or the principal financial officer) as of the close of the applicable taxable year, but contains an exception for performance-based compensation if certain conditions are met. Base salary and service-based RSUs, by their nature, do not qualify as performance-based compensation, and amounts attributable to such compensation paid to these officers in excess of \$1 million will not be deductible by the Company for federal income tax purposes. While the anticipated tax treatment of compensation is given some weight in making compensation decisions, the Compensation Committee has not adopted a policy of limiting awards of compensation to amounts that would be deductible under Section 162(m) because the Compensation Committee believes that awards of compensation which would not comply with the Section 162(m) requirements could at times further the long-term interests of the Company and its stockholders. Nevertheless, the Compensation Committee believes that it is important to maximize the corporate tax deductibility of executive compensation. Therefore, to help maximize the deductibility of payments made beginning in 2008, the Company sought and received stockholder approval of its 2007 Omnibus Plan (first in 2007 and again in 2011). The Company is again seeking stockholder approval of its 2007 Omnibus Plan at the 2016 annual meeting of stockholders. See Proposal No. 3 Approval of the First Amendment to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan and Reapproval of the Material Terms of the Plan for Purposes of Section 162(m) of the Code.

***Accounting for Stock-Based Compensation***

Stock-based compensation is measured based on the fair value of the award on the date of grant, and the corresponding expense is recognized over the period during which the executive is required to provide service in exchange for the reward. Compensation expense related to service-based RSUs is recognized on a straight-line basis over the requisite service period for the entire award. Compensation expense related to performance-based RSUs is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards (i.e., a graded vesting basis).

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the above Compensation Discussion and Analysis with management, and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

**COMPENSATION COMMITTEE:**

|                           |                    |
|---------------------------|--------------------|
| Kathleen S. Pushor, Chair | Bennett Dorrance   |
| Richard E. Allen          | Michael M. Fisher  |
| Catherine Courage         | Robertson C. Jones |

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Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this proxy statement, in whole or in part, the foregoing Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The members of the Compensation Committee during 2015 were Ms. Pushor (Chair) and Messrs. Allen, Dorrance, Fisher and Jones. No member of the Compensation Committee was at any time during 2015 or at any other time an officer or employee of Insight, and no member had any relationship with Insight requiring disclosure under Item 404 of Regulation S-K. No executive officer of Insight has served on the Board or Compensation Committee of any other entity that has or has had one or more executive officers who served as a member of the Board or the Compensation Committee of Insight during 2015.

**SUMMARY COMPENSATION TABLE**

The table below sets forth the total compensation for services rendered to us by our principal executive officer, our principal financial officer and our three other most highly compensated executive officers. We refer to these persons as named executive officers.

| Name and Principal Position                                  | Year | Salary (\$) | Stock Awards (\$)(1) | Non-Equity Incentive      | All Other Compensation (\$)(3) | Total (\$) |
|--|------|-------------|----------------------|---------------------------|--------------------------------|------------|
|  |      |             |                      | Plan Compensation (\$)(2) |                                |            |
| Kenneth T. Lamneck,<br>President and Chief Executive Officer | 2015 | 726,901     | 1,900,002            | 654,938                   | 15,255                         | 3,297,096  |
|  | 2014 | 709,172     | 1,900,013            | 586,485                   | 22,249                         | 3,217,919  |
|  | 2013 | 691,875     | 1,900,005            | 276,750                   | 19,606                         | 2,888,236  |
| Glynis A. Bryan,<br>Chief Financial Officer                  | 2015 | 454,771     | 646,889              | 409,749                   | 12,265                         | 1,523,674  |
|  | 2014 | 443,679     | 646,880              | 366,923                   | 15,826                         | 1,473,308  |
|  | 2013 | 432,858     | 646,885              | 173,143                   | 10,866                         | 1,263,752  |
| Steven W. Dodenhoff,<br>President, Insight United States     | 2015 | 444,204     | 550,005              | 421,105                   | 19,340                         | 1,434,654  |
|  | 2014 | 433,370     | 550,021              | 239,221                   | 20,024                         | 1,242,636  |
|  | 2013 | 375,000     | 350,003              | 84,630                    | 27,180                         | 836,813    |
| Wolfgang Ebermann, (4)<br>President, Insight EMEA            | 2015 | 527,930     | 500,024              | 199,857                   | 33,278                         | 1,261,089  |
|  | 2014 | 578,315     | 950,019              | 280,100                   | 38,543                         | 1,846,977  |
| Michael P. Guggemos,<br>Chief Information Officer            | 2015 | 389,258     | 375,005              | 175,361                   | 9,309                          | 948,933    |
|  | 2014 | 355,374     | 375,007              | 132,252                   | 9,463                          | 872,096    |
|  | 2013 | 346,706     | 375,005              | 62,407                    | 9,446                          | 793,564    |

(1) These amounts reflect the grant date fair value of the RSU awards granted to our named executive officers. For awards subject to performance conditions, the grant date fair value reported is at the target level, which was considered the probable outcome of the performance conditions, determined as of the grant date.

For 2015, the grant date fair value was calculated based on the closing price of the Company's common stock on February 20, 2015 of \$26.10 multiplied by the target number of RSU awards. For the 60% of the 2015 awards that

were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff, Mr. Ebermann and Mr. Guggemos, the maximum value of RSUs (performance- and service-based) assuming the maximum achievement at the highest level of performance was \$3,039,998, \$1,035,022, \$880,014, \$800,043 and \$600,013, respectively. As discussed in the CD&A section of this proxy statement, the actual award level for performance-based RSUs for all named executive officers for 2015 was 100% of the target number.

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For 2014, the grant date fair value was calculated based on the closing price of the Company's common stock on February 20, 2014 of \$23.15 multiplied by the target number of RSU awards. For the 60% of the 2014 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff, Mr. Ebermann and Mr. Guggemos, the maximum value of RSUs (performance- and service-based) assuming the maximum achievement at the highest level of performance was \$3,040,012, \$1,035,013, \$880,024, \$1,250,020 and \$600,002, respectively. For Mr. Ebermann, the 2014 amount includes a stock award with a grant date fair value of \$450,002 in service-based RSUs on February 10, 2014 that Mr. Ebermann received in conjunction with the commencement of his employment by the Company effective January 6, 2014. The actual award level for performance-based RSUs for all named executive officers for 2014 was 100% of the target number.

For 2013, the grant date fair value was calculated based on the closing price of the Company's common stock on February 20, 2013 of \$20.51 multiplied by the target number of RSU awards. For the 60% of the 2013 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. For Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff and Mr. Guggemos, the maximum value of RSUs assuming the maximum achievement at the highest level of performance was \$3,040,013, \$1,035,017, \$560,005 and \$600,000, respectively. The actual award level for performance-based RSUs for all named executive officers for 2013 was 0% of the target number.

For all three years for which grant date fair value is presented in the table above, no estimate of forfeitures is included in these amounts, nor were any actual forfeitures included in these amounts.

(2) Non-Equity Incentive Plan Compensation represents bonuses earned by executives under the 2015, 2014 and 2013 cash incentive plans, respectively. The cash incentive plan compensation for 2015 was paid to the named executive officers prior to March 15, 2016.

(3) All Other Compensation for 2015 represents payments to:

Mr. Lamneck for expenses incurred related to premium payments made on his behalf for long-term disability insurance, matching contributions to his 401(k), an allowance for cell phone expenses, value received related to an annual sales incentive trip, expenses incurred for a Company paid executive physical and a discretionary contribution to his health savings account. We consider the premium payments for long-term disability insurance, value received related to an annual sales incentive trip and the cost of the executive physical to be perquisites, none of which individually exceeded \$10,000.

Ms. Bryan for expenses incurred related to premium payments made on her behalf for long-term disability insurance, matching contributions to her 401(k), an allowance for cell phone expenses and a discretionary contribution to her health savings account. We consider the premium payments for long-term disability insurance, which did not exceed \$10,000, to be a perquisite.

Mr. Dodenhoff for value received related to sales incentive trips, expenses incurred related to premium payments made on his behalf for long-term disability insurance, matching contributions to his 401(k), an

allowance for cell phone expenses and a discretionary contribution to his health savings account. We consider the premium payments for long-term disability insurance, which did not exceed \$10,000, to be a perquisite.

Mr. Ebermann for an auto allowance of \$24,011 and expenses incurred related to premium payments made on his behalf for disability and death insurance. We consider the cost of the auto allowance and the premium payments for disability and death insurance, which did not exceed \$10,000, to be perquisites.

Mr. Guggemos for matching contributions to his 401(k), expenses incurred related to premium payments made on his behalf for long-term disability insurance, an allowance for cell phone expenses and a discretionary contribution to his health savings account. We consider the premium payments for long-term disability insurance, which did not exceed \$10,000, to be a perquisite.

- (4) Mr. Ebermann is a resident of Germany. He was paid in Euros. The salary and all other compensation amounts included in the table above were determined by multiplying the average exchange rates applicable for the quarters ended March 31, June 30, September 30, and December 31, respectively, by the compensation earned during the quarter. The non-equity incentive plan compensation amount included in the table above was determined by multiplying the Euros paid by the exchange rate applicable on the date paid.

Table of Contents**GRANTS OF PLAN-BASED AWARDS**

The following table sets forth information regarding grants of plan-based awards made during the year ended December 31, 2015 to the named executive officers.

|                  | Grant Date | Approval Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) |             |              | Estimated Future Payouts Under Equity Incentive Plan Awards (2) |            |             | All Other Awards: Number of Shares of Stock | Grant Fair Value of Stock Awards (\$) |
|------------------|------------|---------------|---|-------------|--------------|---|------------|-------------|---|---------------------------------------|
|                  |            |               | Threshold (\$)  | Target (\$) | Maximum (\$) | Threshold (#)   | Target (#) | Maximum (#) |   |                                       |
| John T. Lamneck  | 2/20/2015  | 2/11/2015     | 181,743   | 726,901     | 1,453,802    | 10,920  | 43,678     | 87,356      |   | 1,131                                 |
|                  | 2/20/2015  | 2/11/2015     |   |             |              |   |            |             | 29,119                                      | 760                                   |
| A. Bryan         | 2/20/2015  | 2/11/2015     | 113,704   | 454,771     | 909,542      | 3,718   | 14,871     | 29,742      |   | 380                                   |
|                  | 2/20/2015  | 2/11/2015     |   |             |              |   |            |             | 9,914                                       | 250                                   |
| W. Dodenhoff     | 2/20/2015  | 2/11/2015     | 83,297  | 333,153     | 666,306      | 3,161   | 12,644     | 25,288      |   | 330                                   |
|                  | 2/20/2015  | 2/11/2015     |   |             |              |   |            |             | 8,429                                       | 210                                   |
| Ang Ebermann (4) | 2/20/2015  | 2/11/2015     | 101,561   | 324,970     | 649,940      | 2,874   | 11,495     | 22,990      |   | 300                                   |
|                  | 2/20/2015  | 2/11/2015     |   |             |              |   |            |             | 7,663                                       | 200                                   |
| Mel P. Guggemos  | 2/20/2015  | 2/11/2015     | 48,662  | 194,629     | 389,258      | 2,155   | 8,621      | 17,242      |   | 220                                   |
|                  | 2/20/2015  | 2/11/2015     |   |             |              |   |            |             | 5,747                                       | 140                                   |

- (1) Represents awards under the 2015 cash incentive plan discussed under the heading "2015 Cash Incentive Plan" of the CD&A section in this proxy statement. Threshold represents the amount that would have been payable had the minimum level of achievement for each defined performance measure been achieved. It is possible for the award to be zero if performance falls below the threshold levels. The maximum estimated future payouts under non-equity incentive plan awards was computed as 200% of the target cash incentive compensation component that was based exclusively on the specific financial objectives for each named executive officer. Actual amounts are reflected in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column, and there are no future payouts related to these awards.
- (2) Pursuant to the 2015 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made on February 20, 2015. For the 60% of the 2015 awards that were subject to performance conditions, the maximum award attainable was 200% of the target number of RSU awards. Threshold represents the amount of RSUs that would have been granted had

the minimum level of achievement for the defined performance measure been achieved. It is possible for the award to be zero if performance falls below the threshold level. As discussed in the CD&A section of this proxy statement, the actual award level for 2015 was 100% of the target number of performance-based RSUs.

- (3) For the 60% of the 2015 awards that were subject to performance conditions, the grant date fair of the annual plan-based awards was calculated based on the closing price of the Company's common stock on February 20, 2015 of \$26.10 multiplied by the target number of performance-based RSUs, as the target was considered to be the probable outcome as of the grant date. As discussed in the CD&A section of this proxy statement, the actual award level for 2015 was 100% of the target number of performance-based RSUs. For the 40% of the 2015 awards that did not have performance conditions, the grant date fair value for the annual plan-based awards was calculated based on the closing price of the Company's common stock on February 20, 2015 of \$26.10 multiplied by the number of service-based RSUs granted. The grant date fair values of stock awards are also reflected in the Summary Compensation Table.

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- (4) Mr. Ebermann's cash incentive threshold, target and maximum amounts for the 2015 cash incentive plan were translated into U.S. dollars for presentation in this proxy statement, but Mr. Ebermann is paid in Euros. Mr. Ebermann's threshold, target and maximum were 92,077, 294,624 and 589,248, respectively. All three amounts were translated to U.S. dollars in the table above by multiplying the Euro amounts by the exchange rate applicable on the actual date paid of \$1.103 per Euro.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table sets forth information regarding outstanding equity awards at December 31, 2015 for the named executive officers.

| <b>Name</b>         | <b>Stock Awards</b>   |  |
|---------------------|---|--|
|                     | <b>Number of Shares or Units of Stock That Have Not Vested (#)(1)</b> | <b>Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)</b> |
| Kenneth T. Lamneck  | 157,419   | 3,954,365  |
| Glynis A. Bryan     | 53,595  | 1,346,306  |
| Steven W. Dodenhoff | 44,034  | 1,106,134  |
| Wolfgang Ebermann   | 50,780  | 1,275,594  |
| Michael P. Guggemos | 31,069  | 780,453  |

- (1) Under various service-based equity incentive compensation programs, our named executive officers have received varying levels of grants of service-based RSUs that (beginning with the 2011 awards) vest ratably over four years.

Pursuant to the 2015 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2015. For the 60% of the 2015 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 100% of the target, as actual consolidated ROIC was within the target range for the fiscal year ended December 31, 2015. As of December 31, 2015, upon the Company's achievement of the actual ROIC amount for the fiscal year ended December 31, 2015, the RSUs effectively became service-based RSUs, vesting ratably over the three years following the grant date.

Pursuant to the 2014 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2014. For the 60% of the 2014 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 100% of the target, as actual consolidated ROIC was within the target range for the fiscal year ended December 31, 2014. As of December 31, 2014, upon the Company's achievement of the actual ROIC amount for the fiscal year ended December 31, 2014, the RSUs effectively became service-based RSUs, vesting ratably over the three years following the grant date.

Pursuant to the 2013 equity-based incentive compensation program, grants of service-based (40%) and performance-based (60%) RSUs to our named executive officers were made in February 2013. For the 60% of the 2013 awards that were subject to performance conditions, the number of actual performance-based RSUs ultimately awarded was 0% of the target.

All of these grants of RSUs were made under the 2007 Omnibus Plan.

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The following table shows the dates on which the outstanding stock awards vest, subject to continued employment through the vest date.

| <b>Name</b>         | <b>2/10/2016</b> | <b>2/20/2016</b> | <b>2/10/2017</b> | <b>2/20/2017</b> | <b>2/10/2018</b> | <b>2/20/2018</b> | <b>2/20/2019</b> |
|---------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Kenneth T. Lamneck  |                  | 64,371           |                  | 55,723           |                  | 30,046           | 7,279            |
| Glynis A. Bryan     |                  | 21,916           |                  | 18,972           |                  | 10,229           | 2,478            |
| Steven W. Dodenhoff | 1,620            | 16,455           |                  | 15,155           |                  | 8,697            | 2,107            |
| Wolfgang Ebermann   | 5,501            | 12,228           | 5,501            | 12,227           | 5,501            | 7,907            | 1,915            |
| Michael P. Guggemos |                  | 12,705           |                  | 10,998           |                  | 5,930            | 1,436            |

- (2) Represents the value based upon the number of shares awarded multiplied by the closing price on December 31, 2015 (\$25.12).

**OPTION EXERCISES AND STOCK VESTED TABLE**

The following table sets forth information with respect to shares of Company common stock acquired through vesting of restricted stock units and the number of shares acquired and value realized on vesting by the named executive officers during 2015. There were no outstanding stock options in 2015.

| <b>Name</b>         | <b>Stock Awards</b>                                |  |
|---------------------|--|--|
|                     | <b>Number of Shares Acquired on Vesting (#)(1)</b> | <b>Value Realized on Vesting \$(1)</b> |
| Kenneth T. Lamneck  | 59,362   | 1,549,348                              |
| Glynis A. Bryan     | 20,955   | 546,926                                |
| Steven W. Dodenhoff | 13,052   | 337,691                                |
| Wolfgang Ebermann   | 11,982   | 302,662                                |
| Michael P. Guggemos | 12,148   | 317,063                                |

- (1) During 2015, the stock awards (all RSUs) that vested for the named executive officers in the United States were net-share settled such that the Company withheld shares with value equivalent to the named executive officer's minimum statutory tax obligation for the applicable income and other employment taxes and remitted cash to the appropriate taxing authorities. The amounts in the table represent the gross number of shares and value realized on vesting for each of the named executive officers. The net number of shares acquired by Mr. Lamneck, Ms. Bryan, Mr. Dodenhoff and Mr. Guggemos on vesting was 37,575, 14,087, 8,658 and 8,215, respectively. Mr. Ebermann's awards were not net-share settled.

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**EMPLOYMENT AGREEMENTS, SEVERANCE AND CHANGE IN CONTROL PLANS**

Our employment agreements with executives and our incentive compensation plans reflect our compensation philosophy. The employment agreements for our named executive officers in the United States provide for continually renewing terms (one year for Messrs. Lamneck, Dodenhoff and Guggemos and two years for Ms. Bryan).

Mr. Ebermann's employment agreement may be terminated with a notice period of 12 months, during which period Mr. Ebermann will continue to be an employee and will receive all of the benefits under the employment agreement. All change in control benefits are "double trigger" (which means that they are triggered by two events, a change in control plus a triggering termination under the change of control agreement), provided, however, that under the terms of the 2007 Omnibus Plan, applicable to all employees, a change in control would result in all stock awards becoming fully exercisable and vested to the full extent of the original grant, any restrictions would lapse and all performance-based awards would be earned and payable in full at target levels.

The Company's employment agreements with its named executive officers are intended to comply with Section 409A of the IRC. The material terms of the employment agreements with our named executive officers are as follows:

***Kenneth T. Lamneck***

- (i) Effective as of January 1, 2010.
- (ii) A severance payment upon termination without cause, by Mr. Lamneck for "good reason," as those terms are defined in the agreement, or at the expiration of the term due to the Company's issuance of a non-renewal notice. In the event of such termination and subject to a release of claims against the Company by Mr. Lamneck, he will be entitled to receive severance pay in the amount of \$1,800,000, payable in equal installments over a period of 12 months following the date of termination.
- (iii) In the event of Mr. Lamneck's death or disability, as such term is defined in the agreement, he or his estate shall receive payment for earned, but unpaid base salary, accrued but unused vacation, unreimbursed business expenses and any vested benefits he may be entitled to receive under any Company disability or insurance plan or other applicable employee benefit plan.
- (iv) The agreement also provides for non-disclosure by Mr. Lamneck of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

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The table below outlines the potential payments to Mr. Lamneck upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2015:

| <b>Triggering Event</b>   | <b>Severance</b> | <b>Equity-Based<br/>Compensation<br/>Awards (1)</b> | <b>Benefits</b> | <b>Total</b> |
|---|------------------|---|-----------------|--------------|
| Termination Without Cause or for Good Reason as defined in the employment agreement | \$ 1,800,000     | \$  | \$              | \$ 1,800,000 |
| Change in Control Involuntary Termination   | 1,800,000        | 3,954,365   |                 | 5,754,365    |
| Change in Control Without Termination   |                  | 3,954,365   |                 | 3,954,365    |

(1) The value of equity-based compensation awards is based on the closing price of the Company's common stock on December 31, 2015 of \$25.12 per share.

**Glynis A. Bryan**

- (i) Effective as of January 1, 2009.
- (ii) A severance payment upon termination without cause or termination by Ms. Bryan for good reason, as those terms are defined in the agreement, payable upon termination, equal to two times her annual base salary, plus one times the annual cash incentive bonus during one of the two immediately preceding fiscal years that would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 24 months or (2) the day on which she is eligible to receive substantially similar benefits without being required to pay any premiums with respect to such benefits.
- (iii) A severance payment following a change in control of the Company if Ms. Bryan terminates her employment for good reason, or the Company terminates her employment without cause, as those terms are defined in the agreement, prior to the expiration of 24 months after the change in control occurs, equal to two times her highest annual base salary in effect during the term of the agreement plus two times the higher annual cash incentive bonus during one of the two immediately preceding fiscal years which would produce the higher award, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of (1) 42 months following termination or (2) the date on which she is eligible to receive substantially similar benefits without being required to pay any premiums with respect to such benefits. All payments made following a change in control are to be grossed-up for Ms. Bryan's excise taxes if the payment exceeds prescribed limits.
- (iv) In the event of Ms. Bryan's termination as a result of disability, as such term is defined in the agreement, or death, she or her estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of her base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the

agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.

- (v) The agreement also provides for non-disclosure by Ms. Bryan of our confidential information and includes covenants by her not to compete with Insight or solicit its employees, suppliers or customers for a period of two years following termination of employment.

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The table below outlines the potential payments to Ms. Bryan upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2015:

| <b>Triggering Event</b>   | <b>Severance</b> | <b>Equity-Based<br/>Compensation<br/>Awards (1)</b> | <b>Benefits</b> | <b>Total</b> |
|---|------------------|---|-----------------|--------------|
| Termination Without Cause or for Good Reason as defined in the employment agreement | \$ 1,572,697     | \$  | \$ 24,063       | \$ 1,596,760 |
| Change in Control Involuntary Termination   | 1,826,103        | 1,346,306   | 42,110          | 3,214,519    |
| Change in Control Without Termination   |                  | 1,346,306   |                 | 1,346,306    |
| Disability  | 523,442          |   |                 | 523,442      |
| Death   | 523,442          |   |                 | 523,442      |

(1) The value of equity-based compensation awards is based on the closing price of the Company's common stock on December 31, 2015 of \$25.12 per share.

*Steven W. Dodenhoff*

- (i) Effective as of January 30, 2012.
- (ii) A severance payment upon termination without cause or termination by Mr. Dodenhoff for good reason, as those terms are defined in the agreement, payable upon termination, equal to one times his annual base salary, plus one times the annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 12 months or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits.
- (iii) A severance payment following a change in control of the Company if Mr. Dodenhoff terminates his employment for good reason, or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 12 months after the change in control occurs, equal to one times his highest annual base salary in effect during the term of the agreement plus one times his annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of (1) 12 months following termination or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits. In the event that payments made following a change in control would trigger an excise tax under the IRC, the payments are to be reduced to the highest amount that would not trigger that excise tax, except that the limitation would not apply if the difference between the calculated amount (without applying the cap) and the reduced amount (after applying the cap) is greater than 25%.

- (iv) In the event of Mr. Dodenhoff's termination as a result of disability, as such term is defined in the agreement, or death, he or his estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of his base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.

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- (v) The agreement also provides for non-disclosure by Mr. Dodenhoff of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

The table below outlines the potential payments to Mr. Dodenhoff upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2015:

| <b>Triggering Event</b>   | <b>Severance</b> | <b>Equity-Based<br/>Compensation<br/>Awards (1)</b> | <b>Benefits</b> | <b>Total</b> |
|---|------------------|---|-----------------|--------------|
| Termination Without Cause or for Good Reason as defined in the employment agreement | \$ 949,939       | \$  | \$ 21,261       | \$ 971,200   |
| Change in Control Involuntary Termination   | 949,939          | 1,106,134   | 21,261          | 2,077,334    |
| Change in Control Without Termination   |                  | 1,106,134   |                 | 1,106,134    |
| Disability  | 532,156          |   |                 | 532,156      |
| Death   | 532,156          |   |                 | 532,156      |

- (1) The value of equity-based compensation awards is based on the closing price of the Company's common stock on December 31, 2015 of \$25.12 per share.

**Wolfgang Ebermann**

- (i) Commenced January 6, 2014.
- (ii) The employment agreement may be terminated with a notice period of twelve months, during which period Mr. Ebermann will continue to be an employee and will receive all of the benefits under the employment agreement.
- (iii) The Company's right to terminate Mr. Ebermann's employment with immediate effect for compelling reason is not restricted by provision (ii).
- (iv) If Mr. Ebermann is prevented from working due to being incapacitated as a result of sickness not due to his fault, then the Company shall continue to make salary payments in accordance with statutory provisions. According to the continued payment laws in Germany in effect at the date the employment agreement was signed, the remunerations will be paid for up to six weeks. Thereafter, Mr. Ebermann will be granted a subsidy that covers the difference between the sickness benefit of the statutory health insurance (or his private health insurance) and his monthly remuneration up and until the expiration of a 120-day term commencing with the occurrence of incapacity. The subsidy will be granted only once within a period of three years.

- (v) The agreement also provides for non-disclosure by Mr. Ebermann of our confidential information and includes covenants by him not to solicit Insight s employees or customers for a period of two years following termination of the employment agreement.
  
- (vi) The employment shall end in any event automatically, without need for notice, with the expiry of such month in which Mr. Ebermann attains statutory retirement age under the statutory pension scheme.

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The table below outlines the potential payments to Mr. Ebermann upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2015:

| Triggering Event                          | Severance | Equity-Based Compensation |          | Total        |
|---|-----------|---------------------------|----------|--------------|
|   |           | Awards (1)                | Benefits |              |
| Change in Control Involuntary Termination | \$        | \$ 1,275,594              | \$       | \$ 1,275,594 |
| Change in Control Without Termination     |           | 1,275,594                 |          | 1,275,594    |

(1) The value of equity-based compensation awards is based on the closing price of the Company's common stock on December 31, 2015 of \$25.12 per share.

**Michael P. Guggemos**

- (i) Effective as of November 1, 2010.
- (ii) A severance payment upon termination without cause or termination by Mr. Guggemos for good reason, as those terms are defined in the agreement, payable upon termination, equal to one times his annual base salary, plus one times the annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation until the earlier of (1) 12 months or (2) the day on which he is eligible to receive substantially similar benefits without being required to pay any premium with respect to such benefits.
- (iii) A severance payment following a change in control of the Company if Mr. Guggemos terminates his employment for good reason, or the Company terminates his employment without cause, as those terms are defined in the agreement, prior to the expiration of 12 months after the change in control occurs, equal to one times his highest annual base salary in effect during the term of the agreement plus one times his annual cash incentive bonus during the immediately preceding fiscal year, plus a prorated portion of any current quarterly or annual cash incentive bonus, plus benefits continuation through the earlier of 12 months following termination or eligibility for new benefits. In the event that payments made following a change in control would trigger an excise tax under the IRC, the payments are to be reduced to the highest amount that would not trigger that excise tax, except that the limitation would not apply if the difference between the calculated amount (without applying the cap) and the reduced amount (after applying the cap) is greater than 25%.
- (iv) In the event of Mr. Guggemos termination as a result of disability, as such term is defined in the agreement, or death, he or his estate, as the case may be, will be entitled to a lump sum payment equal to 90 days of his base salary plus a prorated portion of any cash incentive compensation earned for the quarter in which the agreement is terminated, plus a prorated cash incentive bonus for the year in which the termination takes place for any cash incentive compensation plan with annual objectives.

- (v) The agreement also provides for non-disclosure by Mr. Guggemos of our confidential information and includes covenants by him not to compete with Insight or solicit its employees, suppliers or customers for a period of 12 months following termination of employment.

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The table below outlines the potential payments to Mr. Guggemos upon the occurrence of certain termination triggering events assuming a hypothetical effective date of termination of December 31, 2015:

| <b>Triggering Event</b>   | <b>Severance</b> | <b>Equity-Based<br/>Compensation<br/>Awards (1)</b> | <b>Benefits</b> | <b>Total</b> |
|---|------------------|---|-----------------|--------------|
| Termination Without Cause or for Good Reason as defined in the employment agreement | \$ 627,026       | \$  | \$ 19,195       | \$ 646,221   |
| Change in Control Involuntary Termination   | 627,026          | 780,453   | 19,195          | 1,426,674    |
| Change in Control Without Termination   |                  | 780,453   |                 | 780,453      |
| Disability  | 272,676          |   |                 | 272,676      |
| Death   | 272,676          |   |                 | 272,676      |

- (1) The value of equity-based compensation awards is based on the closing price of the Company's common stock on December 31, 2015 of \$25.12 per share.

**DIRECTOR COMPENSATION**

Mr. Lamneck did not receive any separate compensation for his Board service or activities. In 2015, each non-employee director received \$20,000 per quarter for serving on the Board. An additional \$7,500, \$5,000 and \$2,500 per quarter was paid to the director serving as the Chair of the Audit, Compensation and Nominating and Governance Committees, respectively. For 2016, each non-employee director will again receive \$20,000 per quarter for serving on the Board, and payments for serving as Chair of a committee will remain unchanged as well. In lieu of standard compensation for directors, because of his time commitments to the Company as Chair of the Board, Mr. Crown was paid a retainer of \$140,000 for 2015. For 2016, Mr. Crown will again be paid a retainer of \$140,000 for his service as Chair of the Board. We reimburse non-employee directors for their reasonable expenses incurred in connection with service as directors, and non-employee directors may elect to participate at their own cost in the medical and dental benefit programs offered to all teammates.

For 2015, existing non-employee directors received a grant of RSUs with a grant date fair value equal to \$90,018, calculated at the closing price of the Company's shares on the date of its 2015 annual meeting. For 2016, existing non-employee directors will receive a grant of RSUs with a grant date fair value equal to approximately \$90,000, calculated at the closing price of the Company's shares on the date of its annual meeting. Upon joining the Board, new non-employee directors received or will receive a pro-rata share of the last annual grant of RSUs to the other non-employee directors, based on service before the next regularly scheduled annual meeting date. RSU awards to non-employee directors vest ratably over three years, and awards to non-employee directors will fully vest upon retirement, resignation or disability, subject to risk of loss if the non-employee director ends service on the Board without proper notice to the Board.

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The table below sets forth information concerning compensation of the Company's directors in 2015.

| Name                              | Fees Earned or |              | Total   |
|-----------------------------------|----------------|--------------|---------|
|                                   | Paid in Cash   | Stock Awards |         |
|                                   | (\$)           | \$(1)(2)     | (\$)    |
| Richard E. Allen                  | 110,000        | 90,018       | 200,018 |
| Bruce W. Armstrong <sup>(3)</sup> |                |              |         |
| Catherine Courage <sup>(3)</sup>  |                |              |         |
| Timothy A. Crown                  | 140,000        | 90,018       | 230,018 |
| Bennett Dorrance                  | 80,000         | 90,018       | 170,018 |
| Michael M. Fisher                 | 80,000         | 90,018       | 170,018 |
| Larry A. Gunning <sup>(4)</sup>   | 80,000         | 90,018       | 170,018 |
| Anthony A. Ibarguen               | 90,000         | 90,018       | 180,018 |
| Robertson C. Jones                | 80,000         | 90,018       | 170,018 |
| Kathleen S. Pushor                | 100,000        | 90,018       | 190,018 |

- (1) These amounts reflect the grant date fair value of the service-based RSU awards granted to our directors. On May 19, 2015, each non-employee director was granted RSUs with a grant date fair value equal to \$90,018, calculated at the closing price of the Company's shares on the date of its 2015 annual meeting (\$29.01). These amounts include awards pursuant to the 2007 Omnibus Plan. An estimate of forfeitures is not included in these amounts.
- (2) As of December 31, 2015, the aggregate number of unvested stock awards outstanding for each non-employee director was as follows:

| Name                              | Unvested<br>Stock Awards |
|-----------------------------------|--------------------------|
| Richard E. Allen                  | 6,423                    |
| Bruce W. Armstrong <sup>(3)</sup> |                          |
| Catherine Courage <sup>(3)</sup>  |                          |
| Timothy A. Crown                  | 6,423                    |
| Bennett Dorrance                  | 6,423                    |
| Michael M. Fisher                 | 6,423                    |
| Larry A. Gunning <sup>(4)</sup>   | 6,423                    |
| Anthony A. Ibarguen               | 6,423                    |
| Robertson C. Jones                | 6,423                    |
| Kathleen S. Pushor                | 6,423                    |

- (3) Mr. Armstrong and Ms. Courage were appointed to the Board effective March 8 and January 25, 2016, respectively.

(4) On February 10, 2016, Mr. Gunning notified the Chairman of the Board that he was retiring from the Board effective February 10, 2016.

The cost of certain perquisites and other personal benefits are not included because in the aggregate they did not exceed, in the case of any director, \$10,000.

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**Table of Contents****SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under the securities laws of the United States, our directors, executive officers, and any persons beneficially owning more than 10% of our common stock are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established, and we are required to disclose any known failure to file by these dates. Based upon a review of such reports furnished to us, or written representations that no reports were required, we believe that these filing requirements were satisfied in a timely manner during the year ended December 31, 2015.

**RELATED PARTY TRANSACTIONS*****Transactions with Related Persons***

No director, executive officer or any beneficial owner of more than 5% of our outstanding capital stock had any direct or indirect material interest in any transaction with us required to be disclosed during 2015 or since the commencement of the 2016 fiscal year.

***Related Party Transaction Approval Policy***

Our Board of Directors has adopted a written related party transaction policy, which is administered by the Audit Committee. This policy applies to any transaction or series of transactions in which the Company is a participant, the amount involved exceeds or is expected to exceed \$120,000 in any calendar year and any related person has a direct or indirect interest. For purposes of the policy, related persons consist of directors or executive officers, any stockholder beneficially owning more than 5% of the Company's common stock or immediate family members of any such persons. Under the policy, the Audit Committee will review all applicable related party transactions for approval, ratification or other action unless the transaction falls within the following list of categories of pre-approved transactions: employment of an executive officer if compensation is otherwise subject to disclosure requirements or approved by the Compensation Committee; director compensation subject to disclosure requirements; in the ordinary course of business, sales to or purchases from another company where a related party is employed or a director if the aggregate amount involved does not exceed the greater of \$1 million or 2% of the other company's total annual revenues (for sales) or \$50,000 (for purchases); any charitable contribution, grant or endowment where the related party is employed or a director if the aggregate amount involved does not exceed the lesser of \$10,000 or 2% of the charitable organization's annual receipts; any transaction where the related party's interest arises solely from the ownership of common stock and all holders of common stock received the same benefit on a pro rata basis; any transaction with a related party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; and any transaction with a related party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services. In general, the Company is of the view that these transactions with related persons are not significant to investors because they take place under the Company's standard policies and procedures or are otherwise subject to review. Any related party transaction requiring individual review will only be approved if the Audit Committee determines that such transaction will not impair the involved person's service to, and exercise of judgment on behalf of, the Company, or otherwise create a conflict of interest that would be detrimental to the Company.

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We also require that each executive officer, director and director nominee complete an annual questionnaire and report all transactions with us in which such persons (or their immediate family members) had or will have a direct or indirect material interest (except for directors' fees). Management reviews responses to the questionnaires and, if any such transactions are disclosed, they are reviewed by the Audit Committee. The types of transactions that have been reviewed in the past typically include the purchase from, and sale of products and services to, companies for which our directors serve as executive officers or directors, including purchases of marketing services for our use and products for resale to clients and the sale of products, software and services.

**CODE OF ETHICS**

We have adopted a Code of Ethics and Business Practices that applies to directors and all employees, including our Chief Executive Officer and our senior financial executives. We intend to satisfy the disclosure requirement under Form 8-K regarding any amendments to, or waivers from, a provision of our Code of Ethics and Business Practices by posting such information on our website at the location specified above, unless otherwise required by the SEC or by NASDAQ Listing Rules to disclose any such waiver on Form 8-K. The Code of Ethics and Business Practices may be viewed online on our website at <http://nsit.client.shareholder.com/governance.cfm>. To receive a copy of the code, you may also write to our Corporate Secretary at 6820 South Harl Avenue, Tempe, Arizona 85283.

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**SECURITY OWNERSHIP OF CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 18, 2016 (except as otherwise indicated) by (i) each person or entity known to us own beneficially more than 5% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of the named executive officers and (iv) all directors and named executive officers as a group.

| Name   | Shares of Common<br>Stock Beneficially<br>Owned <sup>(1)</sup> |         |
|--|--|---------|
|  | Number of<br>Shares  | Percent |
| FMR LLC  | 3,998,686 <sup>(2)</sup>                                       | 10.78%  |
| BlackRock, Inc.  | 3,511,109 <sup>(3)</sup>                                       | 9.50%   |
| Dimensional Fund Advisors LP                                       | 3,425,186 <sup>(4)</sup>                                       | 9.23%   |
| The Vanguard Group   | 2,869,813 <sup>(5)</sup>                                       | 7.73%   |
| Kenneth T. Lamneck   | 155,543  | *       |
| Timothy A. Crown   | 74,647 <sup>(6)</sup>  | *       |
| Bennett Dorrance   | 39,175 <sup>(6)</sup>  | *       |
| Glynis A. Bryan  | 38,709   | *       |
| Wolfgang Ebermann  | 29,711   | *       |
| Steven W. Dodenhoff  | 27,421   | *       |
| Michael P. Guggemos  | 22,476   | *       |
| Richard E. Allen   | 21,908 <sup>(6)</sup>  | *       |
| Michael M. Fisher  | 14,243 <sup>(6)</sup>  | *       |
| Anthony A. Ibargüen  | 12,675 <sup>(6)</sup>  | *       |
| Kathleen S. Pushor   | 9,675 <sup>(6)</sup>   | *       |
| Robertson C. Jones   | 9,159 <sup>(6)</sup>   | *       |
| Bruce W. Armstrong   | (6)  | *       |
| Catherine Courage  | (6)  | *       |
| All directors and named executive officers as a group (14 persons) | 455,342 <sup>(7)</sup>   | 1.23%   |

\* Less than 1%

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to securities. In accordance with SEC rules, a person is deemed to own beneficially any shares that such person has the right to acquire within 60 days of the date of determination of beneficial ownership. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person. Except as indicated by footnote, and subject to community property laws where applicable, to our knowledge the persons or entities named in the table above have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

- (2) Share data based on information in an amendment to a Schedule 13G filed on February 12, 2016 with the SEC by FMR LLC and Abigail P. Johnson. As of December 31, 2015, the Schedule 13G indicates that FMR LLC had sole voting power with respect to 219,586 shares and that each of FMR LLC and Abigail P. Johnson had sole dispositive power with respect to 3,998,686 shares. The address of each of FMR LLC and Abigail P. Johnson is 245 Summer Street, Boston, MA 02210.

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- (3) Share data based on information in an amendment to a Schedule 13G filed on January 26, 2016 with the SEC by BlackRock, Inc. As of December 31, 2015, the Schedule 13G indicates that BlackRock, Inc. had sole voting power with respect to 3,410,704 shares and sole dispositive power with respect to 3,511,109 shares. The address of BlackRock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10055.
- (4) Share data based on information in an amendment to a Schedule 13G filed on February 9, 2016 with the SEC by Dimensional Fund Advisors LP. As of December 31, 2015, the Schedule 13G indicates that Dimensional Fund Advisors LP had sole voting power with respect to 3,286,230 shares and sole dispositive power with respect to 3,425,186 shares. The address of Dimensional Fund Advisors LP is Building One, 6300 Bee Cave Road, Austin, TX 78746.
- (5) Share data based on information in an amendment to a Schedule 13G filed on February 10, 2016 with the SEC by The Vanguard Group. As of December 31, 2015, the Schedule 13G indicates that The Vanguard Group had sole voting power with respect to 48,271 shares, shared voting power with respect to 3,700 shares, sole dispositive power with respect to 2,820,042 shares and shared dispositive power with respect to 49,771 shares. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, PA 19355.
- (6) For each director, except Mr. Armstrong and Ms. Courage, includes 2,375 shares subject to vesting within 60 days of March 18, 2016.
- (7) Includes 16,625 shares subject to vesting within 60 days of March 18, 2016.

**PROPOSAL NO. 2**

**ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 requires us to obtain an advisory vote (non-binding) from our stockholders on the compensation of our named executive officers as disclosed in this proxy statement, which is often referred to as a say-on-pay proposal. At the 2011 annual meeting of stockholders, the Board of Directors recommended an annual vote on the compensation of our named executive officers (say-on-pay), and the stockholders voted for holding future advisory say-on-pay votes annually. Based on the voting results, the Board affirmed its recommendation and elected to hold future advisory say-on-pay votes on an annual basis. Our next vote on the frequency of our say-on-pay votes will be held on or before our 2017 annual meeting of stockholders.

As described in the CD&A section of this proxy statement, our executive compensation philosophy is to offer competitive base salaries and emphasize cash and equity-based incentive compensation that encourage extraordinary effort on behalf of the Company. The objective of our executive compensation plans is to reward the achievement of specific financial, strategic and tactical goals by the Company and the individual executive that aligns the interests of management with the interests of our stockholders.

We are asking that our stockholders indicate their support of our executive compensation for our named executive officers as described in this proxy statement. While this advisory vote on our executive compensation is non-binding, our Board and the Compensation Committee will review the outcome of this vote and take the vote into consideration when reviewing our compensation policies and procedures. This vote is not intended to address specific items of compensation, but rather the overall compensation of our named executive officers and our executive compensation

policies and procedures as described in this proxy statement. Stockholders who want to communicate with our Board of Directors should refer to [Corporate Governance](#) [The Board and Its Committees](#) [Contact Information](#) in this proxy statement for additional information.

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Stockholders will be given the opportunity to vote on the following advisory resolution:

**RESOLVED**, that the stockholders of Insight Enterprises, Inc. hereby approve the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis and compensation tables and accompanying narrative discussion set forth in this proxy statement.

**Vote Required**

The affirmative vote of the holders of a majority of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for the advisory approval of Proposal No. 2. Abstentions will have the same effect as a vote cast against Proposal No. 2, and broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 2. The advisory vote is non-binding.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR  
THE APPROVAL OF OUR NAMED EXECUTIVE OFFICER COMPENSATION AS  
DESCRIBED IN THIS PROXY STATEMENT**

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY**

**COMPENSATION PLANS**

The following table gives information with respect to our existing equity compensation plans as of December 31, 2015:

| Plan Category  | Number of<br>Securities to be<br>Issued<br>upon<br>Exercise of<br>Outstanding<br>Options,<br>Warrants<br>and<br>Rights<br>(a) | Weighted Average<br>Exercise<br>Price of<br>Outstanding<br>Options,<br>Warrants<br>and<br>Rights<br>(b) | Number of Securities<br>Remaining Available<br>for Future<br>Issuance<br>under Equity<br>Compensation Plans<br>(Excluding<br>Securities<br>Reflected<br>in Column (a))<br>(c) |
|--|---|---|---|
| Equity compensation plans approved by security holders     | 951,784 <sup>(1)</sup>  |   | 3,769,996 <sup>(2)</sup>  |
| Equity compensation plans not approved by security holders |   |   |   |
| <b>Total</b>   | <b>951,784</b>  |   | <b>3,769,996</b>  |

- (1) Represents the number of underlying shares of Common Stock associated with outstanding restricted stock units under approved plans.
- (2) Shares of common stock remaining available for issuance under our 2007 Omnibus Plan.

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**PROPOSAL NO. 3**

**APPROVAL OF THE FIRST AMENDMENT TO THE AMENDED INSIGHT**

**ENTERPRISES, INC. 2007 OMNIBUS PLAN AND REAPPROVAL OF THE MATERIAL**

**TERMS OF THE PLAN FOR PURPOSES OF SECTION 162(m) OF THE CODE**

Our Board of Directors adopted the Amended Insight Enterprises, Inc. 2007 Omnibus Plan (the Plan ) on March 28, 2011. The Plan was approved by our stockholders on May 18, 2011 at our 2011 annual meeting and, unless sooner terminated, will remain in place until May 18, 2021.

The Plan allows the Company to grant options, stock appreciation rights, stock awards, restricted stock, stock units (which may also be referred to as restricted stock units ), performance shares, performance units, cash-based awards and other awards payable in cash or shares of common stock to eligible non-employee directors, employees and consultants. As of December 31, 2015, of the 7,250,000 shares of common stock reserved and available for grant under the Plan, a total of 3,769,996 shares of common stock remain available for grant under the Plan. Based on estimated usage rates, we expect the 3,769,996 shares to provide the Compensation Committee with sufficient shares to administer our equity-based incentive compensation program until our 2021 annual meeting, the year in which the Plan expires.

On February 17, 2016, the Board of Directors adopted, subject to stockholder approval, the First Amendment to the Plan (the First Amendment ). The First Amendment: (a) updates the list of performance criteria contained in Section 16.1 of the Plan; (b) imposes a \$270,000 limit on the dollar value of awards that may be granted to any one participant who is a non-employee director during any one calendar year; and (c) adds a clawback provision expressly providing that every award granted under the Plan is subject to potential forfeiture or recovery to the fullest extent called for by law, listing standard or Company policy. The First Amendment **does not** increase the number of shares available for grant under the Plan or extend the term of the Plan.

Under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code ), the material terms of a public company equity plan must be disclosed to, and approved by, a public company s stockholders every five years. For this purpose, the material terms include the class of persons eligible to receive awards under the Plan, the 162(m) performance criteria on which the 162(m) performance goals are based and the maximum performance compensation award payable to any one participant under the Plan. These material terms are described in the Description of the Plan below under Eligibility and Performance-Based Compensation under Code Section 162(m).

Our stockholders last approved the material terms of the Plan at our 2011 annual meeting. Accordingly, in addition to approving the First Amendment, we are asking our stockholders to reapprove the material terms of the Plan at this 2016 annual meeting to allow the Compensation Committee to continue to grant awards that are intended to qualify for the performance-based compensation exception to the limitations on the deduction of compensation imposed by Section 162(m) of the Code. If the material terms of the Plan are not reapproved at the 2016 annual meeting, a portion of the awards granted to certain executive officers may not be deductible pursuant to Section 162(m) of the Code.

Set forth below is a summary of the principal provisions of the Plan, as amended by the proposed First Amendment. The full text of the First Amendment is attached to this proxy statement as **Annex A**.



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**Table of Contents*****DESCRIPTION OF THE PLAN*****Purpose**

The purpose of the Plan is to attract, retain and motivate our employees, officers and non-employee directors by providing them with the opportunity to acquire a proprietary interest in the Company and to align their interests and efforts to the long-term interests of our stockholders. The Plan also allows us to provide the same opportunity to consultants, agents, advisors and independent contractors if such persons are providing bona fide services to the Company that are not related to capital raising or promoting or maintaining a market for our common stock.

**Administration**

The Compensation Committee of our Board of Directors administers the Plan. Each Compensation Committee member must be: (a) a non-employee director as defined in Rule 16b-3 of the Exchange Act, if required to meet the conditions of exemption for awards under the Plan from Section 16(b) of the Exchange Act; (b) an outside director as defined in Section 162(m) of the Code; and (c) an independent director as defined in the NASDAQ Listing Rules. Subject to the terms and conditions explicitly set forth in the Plan, the Compensation Committee has the full power and exclusive authority to construe and interpret the Plan and the rights granted under it and to establish rules and regulations for the administration of the Plan. Under the Plan the Compensation Committee may delegate to one or more of our officers the right to grant awards, within prescribed limits, to participants who are not executive officers or non-employee members of our Board.

**Eligibility**

Awards may be granted under the Plan to employees, officers, non-employee directors, consultants, agents, advisors and independent contractors of the Company and our subsidiaries and affiliates. As of December 31, 2015, approximately 5,754 employees, 7 executive officers, and 8 non-employee directors were eligible to receive awards under the Plan. Historically, we have made grants to a senior group of approximately 200 employees and believe future grants will similarly be limited to this group.

**Number of Shares**

The total number of shares of common stock reserved and available for grant under the Plan is 7,250,000. As of December 31, 2015, of the 7,250,000 shares of common stock reserved and available for grant, a total of 3,769,996 shares of common stock remain available for grant for future awards. If an outstanding award lapses, terminates or expires for any reason, the shares subject to the award will again become available for grant under the Plan. Shares of common stock covered by an award granted under the Plan will not be counted as used unless and until they are actually issued and delivered to a participant. Awards granted in assumption of or substitution for previously granted awards in acquisition transactions will not reduce the number of shares authorized for issuance under the Plan.

If any change in our common stock occurs by reason of any stock dividend, stock split, spin-off, recapitalization, merger, consolidation, combination or exchange of shares, distribution to stockholders other than a normal cash dividend or other change in our corporate or capital structure, the Compensation Committee will make proportional adjustments to the maximum number and kind of securities: (a) available for issuance under the Plan, (b) issuable as incentive stock options under the Plan, (c) subject to the minimum vesting provisions set forth in Section 4.3 of the Plan, (d) issuable as 162(m) performance-based compensation awards pursuant to Section 16.3 of the Plan, and (e) subject to any outstanding award, including the per share price of such securities.



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The Plan permits the grant of any or all of the following types of awards.

*Stock Options.* Stock options entitle the participant to purchase a specified number of shares of our common stock at a specified price, subject to the terms and conditions of the Plan and the option grant. The Compensation Committee may grant either incentive stock options, which must comply with Code Section 422, or nonqualified stock options. Incentive stock options may only be granted to participants who are employees. The Compensation Committee sets option exercise prices and terms, provided that the exercise price of stock options granted under the Plan must be at least 100% of the fair market value of our common stock on the date of grant, except in the case of options granted in connection with assuming or substituting options in acquisition transactions. At the time of grant, the Compensation Committee also determines when stock options are exercisable and when they expire, except that the term of a stock option cannot exceed 10 years from the date of grant. Options may be exercised, in whole or in part, by payment in full of the exercise price either in cash, delivery of shares of common stock (including shares covered by the option being exercised), by delivery of other consideration acceptable to the Compensation Committee, or by any combination of cash, stock and other consideration as may be determined by the Compensation Committee. Options may also be exercised by means of a broker-assisted cashless exercise.

*Stock Appreciation Rights (SARs).* SARs are the right to receive a future payment in stock or cash, or a combination of stock and cash, equal to the excess of the fair market value of one share on the date of exercise over its fair market value on the date the SAR was granted. The Compensation Committee may grant SARs on a stand-alone basis or as a right in tandem with the number of shares underlying stock options granted under the Plan. The term of a stand-alone SAR cannot be more than 10 years from the date of grant, and the term of a tandem SAR will not exceed the term of the related option. The Exercise of a SAR issued in tandem with stock options will result in the reduction of the number of shares underlying the related SAR to the extent of the SAR exercised.

*Stock Awards, Restricted Stock and Stock Units.* The Compensation Committee may grant stock awards, restricted stock, and restricted stock unit awards under the Plan. Stock awards shall be granted free of any vesting restrictions while restricted stock and restricted stock units shall be granted subject to repurchase or forfeiture restrictions at the Compensation Committee's discretion. The restrictions may be based on continuous service with us or the achievement of specified performance criteria, as determined by the Compensation Committee. Subject to the minimum vesting provisions discussed below, the Compensation Committee may waive any such restrictions at any time in its sole discretion.

*Performance Awards.* The Compensation Committee may grant performance awards in the form of performance shares or performance units. Performance shares are units valued by reference to a designated number of shares of common stock, and performance units are units valued by reference to a designated amount of cash or other property. Either may be payable in stock or cash, or a combination of stock and cash, upon the attainment of performance criteria and other terms and conditions as established by the Compensation Committee.

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*Other Stock or Cash-Based Awards.* The Compensation Committee may grant other incentives payable in cash or in shares of common stock, subject to the terms of the Plan and any other terms and conditions determined by the Compensation Committee.

*Minimum Vesting Requirements.* Other than stock options or SARs, and subject to certain adjustments, 90% of the shares of common stock subject to grant under the Plan must be subject to awards that: (a) with respect to time-based awards, vest over at least a three-year period, or (b) with respect to performance-based awards, vest over a performance period of at least one-year. Without stockholder approval, the Compensation Committee may not cancel, waive or amend these restrictions other than in the event of death, disability, retirement or certain corporate transactions as described in the Plan.

**No Repricing Without Stockholder Approval**

Without stockholder approval or in the context of certain adjustments permitted under the Plan, the Compensation Committee may not cancel or amend any outstanding option or SAR for the purpose of repricing, replacing or regranting such award with options or SARs that have an exercise or grant price that is less than the exercise or grant price for the original option or SAR, or issue an option or SAR or amend an option or SAR to provide for the grant or issuance of a new option or SAR on exercise of the original option or SAR.

**Clawback**

Every award granted under the Plan is subject to potential forfeiture or recovery to the fullest extent called for by law, any applicable listing standard, or any current or future clawback policy that may be adopted by the Company from time to time, including, without limitation, any clawback policy adopted to comply with the final rules issued by the SEC and the final listing standards to be adopted by the NASDAQ Stock Market pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Performance-Based Compensation under Code Section 162(m)**

*Performance Goals and Criteria.* If the Compensation Committee intends to qualify an award under the Plan as performance-based compensation under Section 162(m), the performance goals selected by the Compensation Committee may be based on the attainment of specified levels of one, or any combination, of the following performance criteria for the Company as a whole or any business unit, as reported or calculated by us: cash flows (including, but not limited to, operating cash flow, free cash flow or cash flow return on capital); working capital; earnings per share; book value per share; operating income (including or excluding depreciation, amortization, for periods prior to December 15, 2015, extraordinary items, or for periods beginning after December 15, 2015, items that are unusual in nature or infrequently occurring, restructuring charges or other expenses); revenues or revenue growth; operating margins; return on assets; return on equity; debt; debt plus equity; market or economic value added; stock price appreciation; total stockholder return; cost control; strategic initiatives; market share; hardware market share; net income; return on invested capital; improvements in capital structure; customer satisfaction, employee satisfaction, services performance, subscriber, cash management or asset management metrics; earnings; earnings from operations; gross profit or gross profit growth; or net sales. The performance goals also may be based on the achievement of specified levels of performance for the Company as a whole or any business unit or applicable affiliate under one or more of the performance goals described above relative to the performance of other corporations.

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The Compensation Committee may provide in any award that any evaluation of performance may include or exclude any of the following events that occur during a performance period: asset write-downs; litigation or claim judgments or settlements; the effect of changes in tax laws, accounting principles, or other laws or provisions affecting reported results; any reorganization and restructuring programs; for periods prior to December 15, 2015, extraordinary nonrecurring items as described in Accounting Principles Board Opinion No. 30 and/or in Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in the Company's annual report to stockholders for the applicable year; for periods beginning after December 15, 2015 items that are unusual in nature or infrequently occurring as described in Accounting Standards Update 2015-01 and/or in Management's Discussion and Analysis of Financial Condition and Results of Operation appearing in the Company's annual report to stockholders for the applicable year; acquisitions or divestitures; foreign exchange gains and losses; and gains and losses on asset sales.

*Adjustments and Certification.* The Compensation Committee may adjust the amount payable pursuant to an award that is intended to qualify as performance-based compensation under Section 162(m) downward but not upward. The Compensation Committee may not waive the achievement of performance goals related to an award except in the case of a covered employee's death or disability. Section 162(m) requires that the Compensation Committee certify that performance goals were achieved before the payment of the performance-based compensation.

*Limitations.* Subject to certain adjustments, covered employees who are granted awards intended to qualify as performance-based compensation under Section 162(m) may not be granted awards, other than performance units, for more than 500,000 shares of common stock in any one calendar year, except that additional awards for up to 1,000,000 shares may be granted to newly hired or promoted individuals. The maximum dollar value payable to any covered employee with respect to performance units or other awards payable in cash that are intended to qualify as performance-based compensation cannot exceed \$10,000,000 in any one calendar year.

**Limitation on Non-Employee Director Awards**

The maximum dollar value payable to any non-employee director with respect to awards granted under the Plan cannot exceed \$270,000 in any one calendar year.

**Company Transaction and Change in Control**

Restrictions on awards granted under the Plan will terminate in certain circumstances that constitute a change in control or a merger, stock or asset sale or similar company transaction that does not involve a related party.

*Change in Control.* In the event of a change in control, unless the Compensation Committee determines otherwise with respect to a particular award: (a) any options and SARs become fully exercisable and vested to the full extent of the original grant; (b) any restrictions and deferral limitations applicable to any restricted stock or stock units lapse; (c) all performance shares and performance units will be earned and payable in full at target levels, and any deferral or other restrictions lapse and such performance shares and performance units will be immediately settled or distributed; and (d) any restrictions and deferral limitations and other conditions applicable to any other awards lapse, and such other awards become free of all restrictions, limitations or conditions and become fully vested and transferable to the full extent of the original grant. The Compensation Committee can also provide a cash-out right for awards in connection with a change in control.

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For purposes of the Plan, the term *change in control* generally means the occurrence of any of the following events: (a) an acquisition of beneficial ownership of 40% or more of either the then outstanding shares of common stock or voting power of the then outstanding voting securities entitled to vote generally in the election of directors; or (b) a change in the composition of our Board of Directors during any two-year period such that the incumbent Board members cease to constitute at least two-thirds of the Board (not including directors whose election was approved by at least two-thirds of the incumbent Board).

*Company Transaction.* In the event of a company transaction (as defined below) that does not constitute a change in control, unless the Compensation Committee determines otherwise with respect to a particular award: (a) all outstanding awards (other than performance shares and performance units) become fully and immediately exercisable, and any restrictions or forfeiture provisions lapse, immediately prior to the company transaction, unless such awards are converted, assumed or replaced by the successor company; and (b) performance shares and performance units earned and outstanding become payable in full at target levels, and deferrals or other restrictions not waived by the Compensation Committee shall remain in effect.

For purposes of the Plan, the term *company transaction* generally means the occurrence of any of the following events: (a) a merger or consolidation of the Company with or into any other company or other entity; (b) a sale in one transaction or a series of transactions undertaken with a common purpose of acquiring at least 50% of the Company's outstanding voting securities; or (c) a sale, lease, exchange or other transfer in one transaction or a series of related transactions undertaken with a common purpose of all or substantially all of the Company's assets.

## **Amendment and Termination**

Unless earlier terminated by the Board of Directors or the Compensation Committee, the Plan will terminate on May 18, 2021. The Board of Directors or the Compensation Committee may generally amend, suspend or terminate all or a portion of the Plan at any time, as long as the rights of a participant are not materially impaired, without the participant's consent, subject to stockholder approval to the extent necessary to comply with applicable law, stock exchange rule or regulatory requirements or, as determined by the Compensation Committee, to qualify with tax requirements. The Compensation Committee may amend the terms of any award granted, prospectively or retroactively, but cannot materially impair the rights of any participant without the participant's consent.

## **U.S. Federal Income Tax Information**

The following is a brief summary of the U.S. federal income tax consequences of certain transactions under the Plan based on current federal tax income laws, which are subject to change. The summary is general in nature and does not purport to be legal or tax advice. Furthermore, the summary does not address issues relating to any U.S. gift or estate tax consequences or the consequences of any state, local or foreign tax laws.

*Nonqualified Stock Options.* A participant generally will not recognize income upon the grant or vesting of a nonqualified stock option. When a nonqualified stock option is exercised, a participant generally will recognize compensation taxable as ordinary income in an amount equal to the difference between the fair market value of the stock underlying the option on the date of exercise and the option exercise price. When a participant sells the acquired stock, the participant will have short-term or long-term capital gain or loss, as the case may be, equal to the difference between the amount the participant received from the sale and the participant's tax basis in the stock sold.

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*Incentive Stock Options.* A participant generally will not recognize income upon the grant or vesting of an incentive stock option. If a participant exercises an incentive stock option during employment as an employee or within three months after his or her employment ends (12 months in the case of permanent and total disability), the participant will not recognize income at the time of exercise for regular U.S. federal income tax purposes (although the participant generally will recognize income for alternative minimum tax purposes at that time as if the option were a nonqualified stock option). If a participant sells or otherwise disposes of the shares acquired upon exercise of an incentive stock option after the later of (a) one year from the date the participant exercised the option and (b) two years from the date of grant of the option, the participant generally will recognize long-term capital gain or loss equal to the difference between the amount the participant received in the disposition and the option exercise price. If a participant sells or otherwise disposes of shares acquired upon exercise of an incentive stock option before these holding period requirements are satisfied, the disposition will constitute a disqualifying disposition, and the tax consequences described for nonqualified stock options will apply.

*Stock Appreciation Rights.* A participant generally will not recognize income upon the grant or vesting of a SAR. Upon the exercise of an SAR, a participant generally will recognize compensation taxable as ordinary income in an amount equal to the difference between the fair market value of the stock underlying the SAR on the date of exercise and the grant price of the SAR.

*Unrestricted Stock Awards.* Upon receipt of an unrestricted stock award, a participant generally will recognize compensation taxable as ordinary income in an amount equal to the excess of the fair market value of the stock at such time over the amount, if any, the participant paid for the stock.

*Restricted Stock Awards.* A participant generally will recognize compensation taxable as ordinary income when the stock subject to a restricted stock award vests in an amount equal to the excess of the fair market value of the stock at such time over the amount, if any, paid for the stock. Instead of postponing the federal income tax consequences of a restricted stock award until vesting, a participant may elect to recognize compensation taxable as ordinary income in the year of grant by make an election under Section 83(b) of the Code. The tax treatment of a subsequent disposition of restricted stock will depend upon whether a participant made a timely and proper Section 83(b) election. If a participant makes a timely and proper Section 83(b) election, when the participant sells the restricted stock, the participant generally will recognize short-term or long-term capital gain or loss, as the case may be, equal to the difference between the amount the participant receives from the sale and the tax basis of the stock sold. If no Section 83(b) election is made, any disposition after the stock vests will result in short-term or long-term capital gain or loss, as the case may be, equal to the difference between the amount the participant received from the sale and the tax basis of the stock sold.

*Restricted Stock Units.* A participant generally will not recognize income upon the grant or vesting of a restricted stock unit. When any portion of the restricted stock unit is paid, the participant generally will recognize compensation taxable as ordinary income at the time of such payment in an amount equal to the then fair market value of any shares, cash or property the participant receives.

*Performance Shares and Performance Units.* A participant generally will not recognize income upon the grant of performance shares or performance units. Upon the distribution of cash, shares or other property to the participant pursuant to the terms of the performance shares or units, the participant generally will recognize compensation taxable as ordinary income equal to the then fair market value of any shares, cash, or other property the participant receives.

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*Tax Consequences to the Company.* In the foregoing cases, the Company generally will be entitled to a deduction at the same time and in the same amount as a participant recognizes ordinary income, subject to certain limitations imposed under the Code.

*Code Section 409A.* Section 409A of the Code, among other things, expanded the definition of deferred compensation arrangements to include, for example, below market option and SAR grants, as well as restricted stock units, performance shares and performance units. If awards that are subject to Section 409A fail to comply with Section 409A, a participant must include in ordinary income all deferred compensation conferred by the award, pay interest from the date of the deferral and pay an additional 20% tax. We intend that awards granted under the Plan comply with, or otherwise be exempt from, Section 409A of the Code, but make no representation or warranty to that effect.

*Section 162(m).* Section 162(m) of the Code limits the deduction a public company may take for compensation payable to covered employees to \$1,000,000 per year. Performance-based compensation that meets the requirements of Section 162(m) is not subject to the \$1,000,000 deduction limitation. If this Proposal No. 3 is approved by our stockholders, the Compensation Committee will continue to have the ability to grant awards that are intended to qualify for the performance-based compensation exception to the limitations on deductions imposed by Section 162(m) of the Code.

*Tax Withholding.* We are authorized to deduct or withhold from any award granted or payment due under the Plan, or require a participant to remit to us, the amount of any withholding taxes due in respect of the award or payment and to take such other action as may be necessary to satisfy all obligations for the payment of applicable withholding taxes. We are not required to issue any shares of common stock or otherwise settle an award under the Plan until all tax withholding obligations are satisfied.

**New Plan Benefits**

Awards to employees, officers, directors and consultants under the Plan are made at the discretion of the Compensation Committee, except for those awards made under delegated authority. Therefore, the future benefits and amounts that will be received or allocated under the Plan are not determinable at this time. However, the following table provides information with respect to awards granted under the Plan during the fiscal year ended December 31, 2015 to the Company's named executive officers (individually and as a group), all non-employee directors (as a group), and all employees, including officers who are not named executive officers (as a group).

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| <b>Name and Position</b>  | <b>Dollar Value(\$)</b> | <b>Restricted Stock<br/>Units(#)</b> |
|---|-------------------------|--------------------------------------|
| <b>Named Executive Officers:</b>  |                         |                                      |
| Kenneth T. Lamneck,<br>President and Chief Executive Officer  | 1,900,002               | 72,797                               |
| Glynis A. Bryan,<br>Chief Financial Officer   | 646,889                 | 24,785                               |
| Steven W. Dodenhoff,<br>President, Insight United States  | 550,005                 | 21,073                               |
| Wolfgang Ebermann,<br>President, Insight EMEA   | 500,024                 | 19,158                               |
| Michael P. Guggemos,<br>Chief Information Officer   | 375,005                 | 14,368                               |
| <b>All Named Executive Officers as a Group</b>  | <b>3,971,925</b>        | <b>152,181<sup>(1)</sup></b>         |
| <b>All Non-Employee Directors as a Group (8<br/>persons)</b>  | <b>720,144</b>          | <b>24,824</b>                        |
| <b>All Employees and Officers (who are not<br/>Named Executive Officers) as a Group (187<br/>persons)</b> | <b>8,482,347</b>        | <b>324,804<sup>(2)</sup></b>         |

(1) Includes 91,309 performance-based RSUs.

(2) Includes 40,080 performance-based RSUs.

**Vote Required**

The affirmative vote of the holders of a majority of the voting power of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for approval of Proposal No. 3. Abstentions will have the same effect as a vote cast against Proposal No. 3, and broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 3. The Board of Directors has unanimously approved the first amendment to the amended 2007 Plan and believes it to be in the best interests of the Company and our stockholders.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS****A VOTE FOR THE APPROVAL OF THE FIRST AMENDMENT TO****THE AMENDED INSIGHT ENTERPRISES, INC. 2007 OMNIBUS PLAN AND****REAPPROVAL OF THE MATERIAL TERMS OF THE PLAN FOR PURPOSES OF****SECTION 162(m) OF THE CODE****AUDIT COMMITTEE REPORT**

As described more fully in its charter, the purpose of the Audit Committee is to assist the Board in its general oversight of the Company's financial reporting, internal control and audit functions. The Company's management is responsible for the preparation, presentation and integrity of our consolidated financial statements, accounting and financial reporting principles, internal controls and procedures designed to assure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm, KPMG

LLP ( KPMG ), is responsible for performing an independent audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States).

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Among other matters, the Audit Committee monitors the activities and performance of the Company's internal auditors and KPMG, including the audit scope, auditor independence matters and the extent to which KPMG may be retained to perform non-audit services. The Audit Committee has the ultimate authority and responsibility to select, evaluate, and when appropriate, replace the independent registered public accounting firm. The Audit Committee also reviews the results of the internal auditors' and KPMG's work with regard to the adequacy and appropriateness of the Company's financial, accounting and internal controls, including obtaining progress reports throughout the year on the Company's compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. The Audit Committee engaged in regular discussions with the Vice President of Internal Audit and KPMG without the presence of members of management during 2015. Management and KPMG presentations to, and discussions with, the Audit Committee also covered various topics and events that have significant financial impact on the Company or were the subject of discussions between management and KPMG. In this context, the Audit Committee met ten times during 2015. As needed at such meetings, the Audit Committee held executive sessions with the Chief Financial Officer, the General Counsel and Secretary, the Principal Accounting Officer, the Vice President of Internal Audit and KPMG.

Management has reviewed and discussed the Company's audited consolidated financial statements with the Audit Committee including a discussion of the quality, not just the acceptability, of the relevant accounting principles, the reasonableness of significant judgments made in connection with critical accounting estimates and the accuracy and clarity of disclosures in the consolidated financial statements. In addressing the quality of management's accounting judgments, members of the Audit Committee asked for management's representations that the audited consolidated financial statements of the Company have been prepared in conformity with United States generally accepted accounting principles.

The Audit Committee discussed with KPMG the matters required to be discussed with the Audit Committee under Public Accounting Oversight Board Auditing Standard No. 16, Communications with Audit Committees and Rule 2-07 of Regulation S-X, Communication with Audit Committees. KPMG also provided to the Audit Committee a letter with the written disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding independence, and the Audit Committee has discussed with KPMG its independence.

Based on the Audit Committee's discussions with management and KPMG and its review of the representations of management and the reports of KPMG to the Audit Committee, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in Insight's annual report on Form 10-K for the year ended December 31, 2015 filed with the SEC.

**AUDIT COMMITTEE:**

Richard E. Allen, Chair

Bruce W. Armstrong

Anthony A. Ibarguen

Michael M. Fisher

Robertson C. Jones

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this proxy statement, in whole or in part, the foregoing Audit Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.*



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**RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG served as our independent registered public accounting firm for the year ended December 31, 2015 and has served in that capacity since being appointed in 1988. The Audit Committee has reappointed KPMG as our independent auditor for the year ending December 31, 2016. Pursuant to its charter, the Audit Committee has sole authority to retain (subject to ratification by stockholders) and terminate the Company's independent registered public accounting firm.

**Fees and Independence**

*Audit Fees.* KPMG billed us an aggregate of \$2,399,000 and \$2,442,000 for professional services rendered for the audit of our consolidated financial statements, reviews of our consolidated financial statements included in our quarterly reports on Form 10-Q and statutory audits for foreign subsidiaries for the years ended December 31, 2015 and 2014, respectively.

*Audit-Related Fees.* Audit-related fees billed by KPMG for the years ended December 31, 2015 and 2014 were \$92,000 and \$130,000, respectively, and included examinations associated with the Company's Service Organization Controls reporting.

*Tax Fees.* Tax fees billed by KPMG for the years ended December 31, 2015 and 2014 were \$92,000 and \$89,000, respectively, and included fees for services relating to tax compliance and tax planning and advice, including assistance with tax audits.

*All Other Fees.* There were no other fees paid to KPMG for the years ended December 31, 2015 and 2014.

The Audit Committee has determined that the provision of services by KPMG described in the preceding paragraphs is compatible with maintaining KPMG's independence. All permissible non-audit services provided by KPMG in 2015 were pre-approved by the Audit Committee. In addition, no audit engagement hours were spent by people other than KPMG's employees, KPMG member firms located outside the United States and other third-party service providers operating under KPMG's supervision.

The Audit Committee has adopted procedures for pre-approving all audit and permissible non-audit services provided by KPMG. For each non-audit service, as defined in the policy, performed by KPMG, an engagement letter confirming the scope and terms of the work to be performed is obtained by management. The terms of the engagement are summarized by management and submitted to the Audit Committee for pre-approval. Any modification to an executed engagement letter must also be pre-approved by the Audit Committee. As permitted by Section 10A(i)(3) of the Exchange Act, the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee for all engagements under \$100,000. The Chair of the Audit Committee must report any pre-approval decisions to the Audit Committee at its next regular quarterly meeting. Pursuant to Section 202 of the Sarbanes-Oxley Act of 2002, our Audit Committee has approved all auditing and non-audit services performed to date and currently planned to be provided related to the fiscal year 2015 by KPMG. The services include the annual audit, quarterly reviews, statutory audits for foreign subsidiaries, issuances of consents related to SEC filings and certain tax compliance services.

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**PROPOSAL NO. 4**

**RATIFICATION OF THE APPOINTMENT OF KPMG LLP**

**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has retained KPMG as our independent registered public accounting firm for the year ending December 31, 2016, and we are asking stockholders to ratify that appointment. Although ratification by stockholders is not required, the Board is submitting the selection of KPMG to our stockholders as a matter of good corporate practice. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment but will not necessarily select another firm. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our stockholders.

We expect that representatives of KPMG will attend the annual meeting in Tempe, Arizona, have an opportunity to make a statement and be available to respond to appropriate questions.

**Vote Required**

The affirmative vote of the holders of a majority of the shares entitled to vote on the proposal, present in person or represented by proxy at the annual meeting, is required for the advisory approval of Proposal No. 4. Abstentions will have the same effect as a vote cast against Proposal No. 4, and broker non-votes shall not be treated as votes cast and will have no effect on Proposal No. 4.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**

**A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP**

**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**FOR THE YEAR ENDING DECEMBER 31, 2016**

**STOCKHOLDER PROPOSALS**

If any stockholder would like to make a proposal at our 2017 annual meeting pursuant to Rule 14a-8 of the Exchange Act, we must receive it no later than December 6, 2016 in order that it may be considered for inclusion in the proxy statement and form of proxy relating to that meeting.

Stockholders may propose director candidates for consideration by sending the name of any recommended candidate, together with pertinent biographical information, a document indicating the candidate's willingness to serve if elected, and evidence of the nominating stockholder's ownership of our common stock.

If any stockholder intends to present a proposal at the 2017 annual meeting of stockholders without inclusion of such proposal in our proxy materials, we must receive notice of such proposal no earlier than February 17, 2017 and no later than March 19, 2017. Any notice received prior to February 17, 2017 or after March 19, 2017 is untimely. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements. Proposals should be addressed to our Corporate Secretary at

6820 South Harl Avenue, Tempe, Arizona 85283.

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**OTHER MATTERS**

We know of no other matters to be brought before the annual meeting. If any other matter properly comes before the annual meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares represented by the proxies as the Board of Directors may recommend.

**FORWARD-LOOKING STATEMENTS**

This proxy statement contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve substantial risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include, but are not limited to, statements made in the Compensation Discussion and Analysis section of this proxy statement regarding the benefits and anticipated results of our compensation programs and the Compensation Committee's plans and intentions relating thereto and our expectations related to the sufficiency of shares to administer our equity-based incentive compensation program until our 2021 annual meeting. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by law. Forward-looking statements should be evaluated together with the many uncertainties that affect our business, particularly those mentioned under the heading "Risk Factors" in our annual report on Form 10-K (accompanying this report), and in the periodic reports that we file with the SEC on Form 10-Q.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 18, 2016**

The proxy materials for the Company's annual meeting of stockholders, including the 2015 annual report on Form 10-K and this proxy statement, are available over the Internet by accessing the Company's website at <http://nsit.client.shareholder.com/financials.cfm>. Other information on the Company's website does not constitute part of the Company's proxy materials.

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**Annex A**

**FIRST AMENDMENT TO THE  
AMENDED INSIGHT ENTERPRISES, INC. 2007 OMNIBUS PLAN**

Insight Enterprises, Inc. a Delaware corporation (the Company), previously established the Insight Enterprises, Inc. 2007 Omnibus Plan (the Prior Plan). The Prior Plan was amended and restated in its entirety effective as of May 18, 2011, upon shareholder approval of the Amended Insight Enterprises, Inc. 2007 Omnibus Plan (the Plan) at the Company's 2011 Annual Meeting. By adoption of this First Amendment, the Company now desires to amend the Plan as set forth below.

1. This First Amendment shall be effective as of the date on which it is approved by the Company's shareholders at the Company's 2016 Annual Meeting.

2. Section 4.2 (Share Usage) of the Plan is hereby amended by adding the following new subsection (e) to the end thereof to read as follows:

(e) Notwithstanding any provision in this Plan document to the contrary, the aggregate Grant Date Fair Market Value of Awards granted to any one Participant who is a non-employee director during any one calendar year shall not exceed \$270,000.

3. Section 6 (Awards) of the Plan is hereby amended by adding the following new Section 6.4 (Clawback) to the end thereof to read as follows:

**6.4 Clawback**

Every Award issued pursuant to this Plan is subject to potential forfeiture or recovery to the fullest extent called for by law, any applicable listing standard, or any current or future clawback policy that may be adopted by the Company from time to time, including, without limitation, any clawback policy adopted to comply with the final rules issued by the Securities and Exchange Commission and the final listing standards to be adopted by the NASDAQ Stock Market pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. By accepting an Award, each Participant consents to the potential forfeiture or recovery of his or her Awards pursuant to applicable law and/or listing standard, or Company clawback policy as it may be amended from time to time, and agrees to be bound by and comply with the clawback policy and to return the full amount required by the clawback policy. As a condition to the receipt of any Award, a Participant may be required to execute any requested additional documents consenting to and agreeing to abide by the Company clawback policy as it may be amended from time to time.

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4. Section 16.1 (Performance Criteria) of the Plan is hereby amended and restated in its entirety to read as follows:

**16.1 Performance Criteria**

If an Award is subject to this Section 16, then the lapsing of restrictions thereon and the distribution of cash, shares of Common Stock or other property pursuant thereto, as applicable, shall be subject to the achievement of one or more objective performance goals established by the Committee, which shall be based on the attainment of specified levels of one of or any combination of the following performance criteria for the Company as a whole or any business unit of the Company, as reported or calculated by the Company: cash flows (including, but not limited to, operating cash flow, free cash flow or cash flow return on capital); working capital; earnings per share; book value per share; operating income (including or excluding depreciation, amortization, for periods prior to December 15, 2015, extraordinary items, or for periods beginning after December 15, 2015, items that are unusual in nature or infrequently occurring, restructuring charges or other expenses); revenues or revenue growth; operating margins; return on assets; return on equity; debt; debt plus equity; market or economic value added; stock price appreciation; total stockholder return; cost control; strategic initiatives; market share; hardware market share; net income; return on invested capital; improvements in capital structure; customer satisfaction, employee satisfaction, services performance, subscriber, cash management or asset management metrics; earnings; earnings from operations; gross profit or gross profit growth; or net sales (together, the **Performance Criteria**). Such performance goals also may be based on the achievement of specified levels of Company performance (or performance of an applicable affiliate or business unit of the Company) under one or more of the Performance Criteria described above relative to the performance of other corporations. Such performance goals shall be set by the Committee within the time period prescribed by, and shall otherwise comply with the requirements of, Section 162(m) of the Code, or any successor provision thereto, and the regulations thereunder. The Committee may provide in any such Award that any evaluation of performance may include or exclude any of the following events that occurs during a performance period: asset write-downs; litigation or claim judgments or settlements; the effect of changes in tax laws, accounting principles, or other laws or provisions affecting reported results; any reorganization and restructuring programs; for periods prior to December 15, 2015, extraordinary nonrecurring items as described in Accounting Principles Board Opinion No. 30 and/or in Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in the Company's annual report to shareholders for the applicable year; for periods beginning after December 15, 2015 items that are unusual in nature or infrequently occurring as described in Accounting Standards Update 2015-01 and/or in Management's Discussion and Analysis of Financial Condition and Results of Operation appearing in the Company's annual report to shareholders for the applicable year; acquisitions or divestitures; foreign exchange gains and losses; and gains and losses on asset sales. To the extent such inclusions or exclusions affect Awards to Covered Employees, they shall be prescribed in a form that meets the requirements of the exemption under Section 162(m) of the Code.

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5. Except as modified by this First Amendment, the provisions of the Plan shall continue in full force and effect. Regardless of whether this First Amendment is approved, the Plan shall remain in effect until May 18, 2021, which is the termination date set forth in Section 17.2 of the Plan.

IN WITNESS WHEREOF, the Company has caused this First Amendment to be executed as of this                      day of                      , 2016.

INSIGHT ENTERPRISES, INC.

By:

Its:

A-3

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Shareowner Services

P.O. Box 64945

St. Paul, MN 55164-0945

**COMPANY #**

**Vote by Internet, Telephone or Mail**

**24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

**INTERNET** [www.proxypush.com/nsit](http://www.proxypush.com/nsit)

Use the Internet to vote your proxy until 11:59 p.m. (CT) on May 17, 2016.

**PHONE 1-866-883-3382**

Use a touch-tone telephone to vote your proxy until 11:59 p.m. (CT) on May 17, 2016.

**MAIL** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.**

***TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW,***

***SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.***

**The Board of Directors recommends you vote FOR the following proposals:**

- |   |                       |        |            |            |
|---|-----------------------|--------|------------|------------|
| <b>1. Election of five Directors:</b>   | 01 Richard E. Allen   | .. For | .. Against | .. Abstain |
|   | 02 Bennett Dorrance   | .. For | .. Against | .. Abstain |
|   | 03 Michael M. Fisher  | .. For | .. Against | .. Abstain |
|   | 04 Catherine Courage  | .. For | .. Against | .. Abstain |
|   | 05 Bruce W. Armstrong | .. For | .. Against | .. Abstain |
| <b>2. Advisory vote (non-binding) to approve named executive officer compensation</b> |                       | .. For | .. Against | .. Abstain |

3. Approval of the First Amendment to the Amended Insight Enterprises, Inc. 2007 Omnibus Plan  For  Against  Abstain

4. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2016  For  Against  Abstain  
Note: To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED AS THE BOARD RECOMMENDS AND AT THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTER(S) THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.**

Address Change? Mark box, sign, and indicate changes below:  Date

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

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**INSIGHT ENTERPRISES, INC.**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**Wednesday, May 18, 2016**  
**9:00 a.m. Mountain Standard Time**  
**INSIGHT CLIENT SUPPORT CENTER**  
**910 West Carver Road, Suite 110**  
**Tempe, AZ 85284**

**Insight Enterprises, Inc.**

**910 West Carver Road, Suite 110**

**Tempe, AZ 85284**

**proxy**

**This proxy is solicited by the Board of Directors for use at the Annual Meeting on May 18, 2016.**

The shares of stock you hold in your account will be voted as you specify on the reverse side.

**If no choice is specified, the proxy will be voted FOR Items 1, 2, 3 and 4 and at the discretion of the proxy holders on any other matters that may properly come before the Annual Meeting or any adjournments or postponements thereof.**

By signing the proxy, you revoke all prior proxies and appoint KENNETH T. LAMNECK and MICHAEL L. WALKER, individually and together, and with full power of substitution, to vote your shares of common stock of Insight Enterprises, Inc. on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments or postponements of the meeting.

*See reverse for voting instructions.*